
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai REFIRE Group Limited**, you should at once hand this circular with the enclosed proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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REFIRE

Shanghai REFIRE Group Limited
上海重塑能源集团股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2570)

- (1) NO INTERIM DIVIDEND RECOMMENDED FOR
THE SIX MONTHS ENDED JUNE 30, 2025;**
- (2) THE PROPOSED RELATED PARTY TRANSACTIONS FOR 2025;**
- (3) CONNECTED TRANSACTION IN RELATION TO
THE GUANGDONG ENZE CAPITAL INCREASE AGREEMENT;**
- (4) THE PROPOSED ADDITIONAL CAPITAL
CONTRIBUTION TO SAILAFU REFIRE;**
- (5) THE PROPOSED AMENDMENTS TO THE INTERNAL
CORPORATE GOVERNANCE POLICIES;**
- AND**
- (6) NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL
MEETING**

Capitalized terms used on this cover page shall have the same meanings as those defined in this circular.

The Company will convene and hold the EGM at 2/F, Unit 1, No. 655 Jinyuanyi Road, Jiading District, Shanghai, PRC at 10:00 a.m. on Wednesday, August 27, 2025, the notice of which is set out on pages 101 to 104 of this circular. The proxy form for use at the EGM is enclosed herein, which was also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.refire.com).

If you intend to attend the EGM by proxy, you are required to duly complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at Room 1004, 1/F, Unit 1, 1555 Jingyuan Road, Jiading District, Shanghai, PRC (for holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be) (which is 10:00 a.m. on Tuesday, August 26, 2025 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

References to times and dates in this circular are to Shanghai or Hong Kong local times and dates.

August 8, 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2024 AGM”	the annual general meeting of the Company for the year ended December 31, 2024 held on May 19, 2025
“Articles of Association”	the articles of association of the Company, as amended, modified or supplemented from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	Shanghai REFIRE Group Limited (上海重塑能源集團股份有限公司), a joint stock company with limited liability incorporated in the PRC, the predecessor of which was Shanghai REFIRE Group Ltd. (上海重塑能源集團有限公司) (formerly known as Hangzhou REFIRE Technology Co., Ltd. (重塑能源科技(杭州)有限公司)), a limited liability company established in the PRC on September 18, 2015
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)

DEFINITIONS

“EGM”	the 2025 third extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among others, (i) the non-declaration of interim dividends for the six months ended June 30, 2025; (ii) the proposed related party transactions of the Company for 2025; (iii) the Guangdong Enze Capital Increase Agreement and the transaction contemplated thereunder; (iv) the Proposed Additional Capital Contribution to Sailafu REFIRE; and (v) the proposed amendments to the Internal Corporate Governance Policies
“Enze Fund”	Enze Haihe (Tianjin) Equity Investment Fund Partnership (Limited Partnership) (恩澤海河(天津)股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on August 31, 2020. Further details of which are set out in the paragraph headed “The Guangdong Enze Capital Increase Agreement – The Information of the Parties” in the “Letter from the Board” in this circular
“Group”	the Company and its subsidiaries from time to time
“Guangdong Discovery Motors”	Guangdong Discovery Motors Co., Ltd. (廣東探索汽車有限公司), a limited company incorporated in the PRC on December 21, 2018 and a subsidiary of the Company
“Guangdong Enze”	Enze (Guangdong) Hydrogen Co., Ltd. (恩澤(廣東)氫能源有限公司), a limited company incorporated in the PRC on December 7, 2021. Further details of which are set out in the paragraph headed “The Guangdong Enze Capital Increase Agreement – The Information of the Parties” in the “Letter from the Board” in this circular
“Guangdong Enze Capital Increase Agreement”	the capital increase agreement dated August 8, 2025 entered into between Guangdong Discovery Motors, Guangdong Enze and Enze Fund, the details of which are set out in the paragraph headed “The Guangdong Enze Capital Increase Agreement” in the “Letter from the Board” in this circular
“H Share(s)”	overseas listed ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange

DEFINITIONS

“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Latest Practicable Date”	August 7, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“Proposed Additional Capital Contribution”	the proposed additional capital contribution of RMB70.00 million to be made by the Company to Sailafu REFIRE
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sailafu REFIRE”	Sailafu REFIRE (Ningxia) Hydrogen Electric Power Co., Ltd. (賽拉弗重塑(寧夏)氫電能源有限公司) a limited company incorporated in the PRC on July 27, 2023 and will become a subsidiary of the Company upon the completion of the Proposed Additional Capital Contribution
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, including both Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Sinopec Capital”	Sinopec Capital Co., Ltd. (中國石化集團資本有限公司), a limited liability company established under the laws of the PRC on July 10, 2018 and is controlled by China Petrochemical Corporation (中國石油化工集團有限公司), which is in turn wholly owned by the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會). As at the Latest Practicable Date, Sinopec Capital was a substantial shareholder of the Company holding approximately 13.52% of the total issued share capital of the Company
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Xinfeng Green Energy”	Shanghai Xinfeng Green Energy New Energy Technology Co., Ltd. (上海新峰綠能新能源科技有限公司), a limited company incorporated in the PRC on July 3, 2023 and an independent third party as at the Latest Practicable Date (save for its 50% equity interest in Xinfeng REFIRE). To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiry, the ultimate beneficial owner(s) of Xinfeng Green Energy are third parties independent of the Company and its connected persons
“Xinfeng REFIRE”	Shanghai Xinfeng REFIRE Technology Co., Ltd. (上海新峰重塑能源科技有限公司), a limited company incorporated in the PRC on April 22, 2024 and was owned equally by the Company and Xinfeng Green Energy as at the Latest Practicable Date
“%”	per cent

LETTER FROM THE BOARD



Shanghai REFIRE Group Limited 上海重塑能源集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2570)

Executive Directors:

Mr. LIN Qi (*Chairman*)
Dr. HU Zhe
Ms. MA Audrey Jing Nan
Dr. ZHAI Shuang
Mr. ZHAO Yongsheng

*Registered Office, Headquarters and
Principal Place of Business in the PRC:*
Room 1004, 1/F, Unit 1
1555 Jingyuan Road, Jiading District
Shanghai
PRC

Non-executive Director:

Mr. LIU Huiyou

*Principal Place of Business
in Hong Kong:*

19/F, Golden Centre
188 Des Voeux Road Central
Hong Kong

Independent Non-executive Directors:

Mr. LI Wei
Dr. QIAN Meifen
Mr. CHEN Fei

August 8, 2025

To the Shareholders

Dear Sir or Madam,

- (1) NO INTERIM DIVIDEND RECOMMENDED FOR THE SIX MONTHS
ENDED JUNE 30, 2025;**
(2) THE PROPOSED RELATED PARTY TRANSACTIONS FOR 2025;
**(3) CONNECTED TRANSACTION IN RELATION TO
THE GUANGDONG ENZE CAPITAL INCREASE AGREEMENT;**
**(4) THE PROPOSED ADDITIONAL CAPITAL
CONTRIBUTION TO SAILAFU REFIRE;**
**(5) THE PROPOSED AMENDMENTS TO THE INTERNAL
CORPORATE GOVERNANCE POLICIES;**
AND
(6) NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated August 8, 2025 in relation to (i) the non-declaration of interim dividends for the six months ended June 30, 2025; (ii) the proposed related party transactions of the Company for 2025; (iii) the Guangdong Enze Capital Increase Agreement; (iv) the Proposed Additional Capital Contribution to Sailafu REFIRE; and

LETTER FROM THE BOARD

(v) the proposed amendments to the Rules of Procedure for the Board Meetings of the Company; the Rules of Procedure for the General Meetings of the Company; the Rules for the Management of Connected Transactions; the Rules for the Management of External Guarantees; the Rules for the Management of External Investments; the Work Rules of Independent Directors; and the Rules for the Management of Proceeds (collectively, the “**Internal Corporate Governance Policies**”).

The purpose of this circular is to provide you with, among other things, (i) further details relating to the non-declaration of interim dividends for the six months ended June 30, 2025; (ii) further details relating to the proposed related party transactions of the Company for 2025; (iii) Guangdong Enze Capital Increase Agreement and the transaction contemplated thereunder; (iv) further details relating to the Proposed Additional Capital Contribution to Sailafu REFIRE; (v) the proposed amendments to the Internal Corporate Governance Policies; and (vi) other information as required under the Listing Rules, together with a notice of the EGM and the form of proxy.

II. NO INTERIM DIVIDEND RECOMMENDED FOR THE SIX MONTHS ENDED JUNE 30, 2025

At the Board meeting held on Friday, August 8, 2025, having considered the unaudited negative undistributed profit of the Group for the six months ended June 30, 2025 as reviewed by the Audit Committee, the Board did not recommend any interim dividend payment for the six months ended June 30, 2025.

An ordinary resolution will be proposed at the EGM for the Shareholders to approve that no interim dividend will be declared for the six months ended June 30, 2025.

III. THE PROPOSED RELATED PARTY TRANSACTIONS FOR 2025

At the Board meeting held on Friday, August 8, 2025, the Board resolved that an ordinary resolution be proposed at the EGM for the Shareholders to consider and approve the proposed related party transactions of the Company for 2025. Such related party transactions (i) are necessary and reasonable for the Company’s actual business operations; (ii) will be conducted based on a fair and just market principle; (iii) are priced fairly and reasonably; and (iv) will not be detrimental to the interests of the Company and the Shareholders as a whole.

IV. THE GUANGDONG ENZE CAPITAL INCREASE AGREEMENT

On August 8, 2025 (after trading hours), Guangdong Discovery Motors, a subsidiary of the Company, entered into the Guangdong Enze Capital Increase Agreement with Guangdong Enze and Enze Fund to increase the registered capital of Guangdong Enze in order to facilitate the strategic planning of the Company in the area of hydrogen production with a view to further expanding the hydrogen production market, pursuant to which Guangdong Discovery Motors agreed to contribute the sum of RMB100.00 million (the “**Proposed Increased Registered Capital**”), by way of cash, to the registered capital of Guangdong Enze (the “**Proposed Capital Increase of Guangdong Enze**”).

LETTER FROM THE BOARD

A summary of the principal terms of the Guangdong Enze Capital Increase Agreement are set out as follows:

Date	August 8, 2025
Parties	(1) Guangdong Discovery Motors (2) Guangdong Enze (3) Enze Fund
Capital Increase	Guangdong Discovery Motors agreed to contribute the sum of RMB100.00 million, by way of cash, to the registered capital of Guangdong Enze
Consideration	RMB100.00 million which shall be accounted for as the registered capital of Guangdong Enze
Conditions Precedent	The parties to the Guangdong Enze Capital Increase Agreement agreed that the payment obligations of Guangdong Discovery Motors shall be conditional upon the following conditions precedent (the “Conditions Precedents”) having been satisfied (or waived by Guangdong Discovery Motors in writing) which include: (a) all transaction documents related to the Proposed Capital Increase of Guangdong Enze having been validly signed by all parties thereto, and the signing and performance of the transaction documents not causing Guangdong Discovery Motors or Guangdong Enze to violate any applicable laws; (b) Guangdong Enze having obtained all necessary permits, approvals, filings, or consents (if applicable) from government authorities and authorized third parties (if required) in connection with the Proposed Capital Increase of Guangdong Enze; and there being no defects or obstacles to the signing of the Guangdong Enze Capital Increase Agreement;

LETTER FROM THE BOARD

- (c) there being no judgments, awards, rulings, or injunctions from PRC laws, courts, arbitration institutions, or relevant government authorities that restrict, prohibit, or cancel the Proposed Capital Increase of Guangdong Enze, and there being no pending or potential lawsuits, arbitrations, judgments, awards, rulings, or injunctions that have had or may have a material adverse effect on the Proposed Capital Increase of Guangdong Enze;
- (d) Guangdong Enze not having any significant operational difficulties or possessing the ability to continue operating as a going concern;
- (e) there being no changes in macro policies or the motor-exchange membrane technology route that would have a material adverse effect on the operations of Guangdong Enze;
- (f) the representations and warranties made by Guangdong Enze and existing shareholder of Guangdong Enze remaining true, complete, and accurate in all material respects; and
- (g) Guangdong Discovery Motors having completed financial, tax, legal, and other due diligence on Guangdong Enze, the results of which are satisfactory to Guangdong Discovery Motors

Payment terms

Guangdong Discovery Motors shall:

- (a) remit 20% of the Proposed Increased Registered Capital, being RMB20.00 million, by way of cash to the account designated by Guangdong Enze within five working days from the date on which all of the Conditions Precedent (as set out above) having been satisfied (or waived in writing by Guangdong Discovery Motors);

LETTER FROM THE BOARD

- (b) remit 20% of the Proposed Increased Registered Capital, being RMB20.00 million, by way of cash to the account designated by Guangdong Enze after the date on which all of the Conditions Precedent (as set out above) having been satisfied (or waived in writing by Guangdong Discovery Motors), and in any event by no later than December 31, 2026; and
- (c) remit 60% of the Proposed Increased Registered Capital, being RMB60.00 million, by way of cash to the account designated by Guangdong Enze after the date on which all of the Conditions Precedent (as set out above) having been satisfied (or waived in writing by Guangdong Discovery Motors), and in any event by no later than December 31, 2027

Use of proceeds

Unless prior written approval is obtained from Guangdong Discovery Motors, the Proposed Increased Registered Capital shall primarily be used for product research and development, market expansion, staff recruitment, and general working capital. If the Proposed Increased Registered Capital shall be used for other purposes, prior approval from Guangdong Discovery Motors shall be obtained

LETTER FROM THE BOARD

Shareholding Structure of Guangdong Enze

The shareholding structure of Guangdong Enze immediately before and after completion of the Guangdong Enze Capital Increase Agreement is set out below:

	Immediately before the completion of the Guangdong Enze Capital Increase Agreement		Immediately after the completion of the Guangdong Enze Capital Increase Agreement	
	Registered capital of Guangdong Enze (RMB million)	Percentage	Registered capital of Guangdong Enze (RMB million)	Approximate percentage
Shareholders(s)				
Enze Fund	200.00	100%	200.00	60.60%
Guangdong Discovery Motors	–	–	100.00	30.30%
An independent third party ⁽¹⁾	–	–	30.00	9.10%
Total	200.00	100%	330.00	100%

Note:

- (1) Based on the information available to and to the best knowledge of the Company, an independent third party will contribute RMB30.00 million to the registered capital of Guangdong Enze. The calculations in this table have assumed that the capital contribution made by this independent third party will complete simultaneously with the Guangdong Enze Capital Increase Agreement.

LETTER FROM THE BOARD

Financial Information of Guangdong Enze

Set out below is a summary of the audited financial information of Guangdong Enze for the year ended December 31, 2023 and the unaudited financial information of Guangdong Enze for the year ended December 31, 2024 and the six months ended June 30, 2025:

	For the year ended		For the
	December 31, 2023	December 31, 2024	six months ended
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
	<i>(approximate)</i>	<i>(approximate)</i>	<i>(approximate)</i>
	<i>(audited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>
Revenue	1.34	5.09	9.75
Loss before income tax	45.69	56.78	14.02
Loss after income tax	45.69	56.78	14.02

The unaudited balance of total assets and net assets of Guangdong Enze as at June 30, 2025 was approximately RMB228.95 million and RMB50.84 million, respectively.

Reasons for and benefits of the Guangdong Enze Capital Increase Agreement

In order to facilitate the strategic planning of the Company in hydrogen production with a view to further expanding the hydrogen production market, Guangdong Discovery Motors agreed to enter into the Guangdong Enze Capital Increase Agreement.

Based on the above, the Directors (including the independent non-executive Directors) (except Mr. Liu Huiyou, being a Director appointed by Sinopec Capital, who has abstained in the voting of the relevant resolutions despite having no material interest in the Guangdong Enze Capital Increase Agreement in light of good corporate governance) consider that the terms of the Guangdong Enze Capital Increase Agreement are fair and reasonable, and that the Guangdong Enze Capital Increase Agreement is on normal commercial terms and in the interests of the Company and its Shareholders as a whole. Save as disclosed, none of the Directors has a material interest in the Guangdong Enze Capital Increase Agreement and the transaction contemplated thereunder, or was required to abstain from voting on the relevant resolutions of the Board approving the Guangdong Enze Capital Increase Agreement and the transaction contemplated thereunder.

LETTER FROM THE BOARD

Information of the Parties

(a) *Guangdong Discovery Motors*

Guangdong Discovery Motors is a limited company incorporated in the PRC in December 2018 and a subsidiary of the Company. Guangdong Discovery Motors is primarily engaged in manufacturing of new energy vehicles and intelligent in-vehicle equipment, wholesale of automobiles and auto parts and engineering and technological research and experimental development.

(b) *Guangdong Enze*

Guangdong Enze is a limited company incorporated in the PRC in December 2021. Guangdong Enze is primarily engaged in research and development of emerging energy technologies and automotive parts, and engineering and technological research and experimental development. As at the Latest Practicable Date, Guangdong Enze had a registered capital of RMB200.00 million and was wholly owned by Enze Fund.

(c) *Enze Fund*

Enze Fund is a limited partnership established in the PRC in August 2020. Enze Fund is an investment fund managed by Shihua Haihe (Tianjin) Equity Investment Fund Management Co., Ltd. (石化海河(天津)股權投資基金管理有限公司) (“**Shihua Haihe**”) as its general partner and is principally engaged in private equity investments. As at the Latest Practicable Date, Enze Fund was held by four limited partners, namely, Sinopec Capital as to 45.70%, National Manufacturing Transformation and Upgrade Fund Co., Ltd. (國家製造業轉型升級基金股份有限公司) (“**National Manufacturing Fund**”) as to 34.30%, Guangdong Nanhai Industry Group Co., Ltd. (廣東南海產業集團有限公司) (“**Nanhai Group**”) as to 11.4% and Tianjin Haihe Industry Fund Partnership (Limited Partnership) (天津市海河產業基金合夥企業(有限合夥)) (“**Haihe Fund**”) as to 8.00%. National Manufacturing Fund is directly controlled by the Ministry of Finance of the PRC (中華人民共和國財政部). Nanhai Group is directly controlled by State-owned Assets Supervision and Administration Commission of Nanhai District of Foshan City (佛山市南海區國有資產監督管理局) and Department of Finance of Guangdong Province (廣東省財政廳). Haihe Fund is controlled by Department of Finance of Tianjin City (天津市財政局). Sinopec Capital held 50% equity interest in Shihua Haihe.

LETTER FROM THE BOARD

V. THE PROPOSED ADDITIONAL CAPITAL CONTRIBUTION TO SAILAFU REFIRE

On August 8, 2025, the Board resolved to increase the registered capital of Sailafu REFIRE from RMB30.00 million to RMB100.00 million and the Company shall make the Proposed Additional Capital Contribution of RMB70.00 million for a total cash consideration of RMB70.00 million. As at the Latest Practicable Date, Sailafu REFIRE was wholly owned by Xinfeng REFIRE which was in turn owned equally by the Company and Xinfeng Green Energy.

It is expected that the Proposed Additional Capital Contribution of RMB70.00 million will be used for the Taiyang Mountain Integrated Project (as defined below) and shall be paid by the Company according to the funding needs of the aforesaid project.

Shareholding Structure of Sailafu REFIRE

The shareholding structure of Sailafu REFIRE immediately before and after completion of the Proposed Additional Capital Contribution to Sailafu REFIRE is set out below:

	Immediately before the completion of the Proposed Additional Capital Contribution to Sailafu REFIRE		Immediately after the completion of the Proposed Additional Capital Contribution to Sailafu REFIRE	
	Registered capital of Sailafu REFIRE (RMB million)	Percentage	Registered capital of Sailafu REFIRE (RMB million)	Percentage
Shareholders(s)				
Xinfeng REFIRE ⁽¹⁾	30.00	100%	30.00	30.00%
The Company	–	–	70.00	70.00%
Total	30.00	100%	100.00	100%

Note:

- (1) As at the Latest Practicable Date, Xinfeng REFIRE was owned equally by the Company and Xinfeng Green Energy.

Upon completion of the Proposed Additional Capital Contribution, Sailafu REFIRE will be owned as to 70% by the Company and 30% by Xinfeng REFIRE and Sailafu REFIRE will become a subsidiary of the Company and the financial results of Sailafu REFIRE will be consolidated into the financial statements of the Company.

LETTER FROM THE BOARD

Information of Sailafu REFIRE

Sailafu REFIRE is a limited company incorporated in the PRC in July 2023 and a subsidiary of the Company. Sailafu REFIRE is primarily engaged in solar power generation technology services and research and development of emerging energy technologies. Sailafu REFIRE is the main operating entity responsible for developing the hydrogen energy market in northwestern China and implementing the integrated project for the production, storage, transportation, and utilization of green hydrogen in Taiyang Mountain, Ningxia, the PRC (the “**Taiyang Mountain Integrated Project**”).

Reasons for and benefits of the Proposed Additional Capital Contribution to Sailafu REFIRE

It is anticipated that Sailafu REFIRE will be the main entity for the development of the hydrogen energy market in the northwestern part of the PRC and the implementation of the integrated project for the production, storage, transportation, and the use of green hydrogen in Taiyang Mountain (太陽山) of Ningxia (寧夏), the PRC. As the Company will own a majority stake in Sailafu REFIRE, it is expected that Sailafu REFIRE will be able to benefit from the financing channels and resources as a subsidiary of the Company.

Based on the above, the Directors (including the independent non-executive Directors) consider that the Proposed Additional Capital Contribution to Sailafu REFIRE is fair and reasonable, and that the Proposed Additional Capital Contribution is on normal commercial terms and in the interests of the Company and its Shareholders as a whole. None of the Directors has a material interest in the Proposed Additional Capital Contribution, or was required to abstain from voting on the relevant resolutions of the Board approving the Proposed Additional Capital Contribution.

VI. THE PROPOSED AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE POLICIES

At the Board meeting held on Friday, August 8, 2025, the Board resolved to amend (i) the Rules of Procedure for the Board Meetings of the Company; (ii) the Rules of Procedure for the General Meetings of the Company; (iii) the Rules for the Management of Connected Transactions; (iv) the Rules for the Management of External Guarantees; (v) the Rules for the Management of External Investments; (vi) the Work Rules of Independent Directors; and (vii) the Rules for the Management of Proceeds (collectively, the “**Internal Corporate Governance Policies**”) to reflect the amendments made to the Articles of Association in light of, among others, the abolishment of the supervisory committee of the Company which were considered and approved by the Shareholders in the 2024 AGM, together with some other housekeeping changes.

LETTER FROM THE BOARD

The Internal Corporate Governance Policies are written in Chinese. An unofficial English translation of the revised Internal Corporate Governance Policies is set out in Appendices I to VII to this circular. In case of inconsistency between the Chinese and the English versions, the Chinese version shall prevail.

VII. INFORMATION OF THE COMPANY

The Company is a leading hydrogen technology company in the PRC, and has focused on the design, development, manufacturing and sales of hydrogen fuel cell systems, hydrogen production systems and related components, as well as providing fuel cell engineering and technical services catering to customers' needs.

VIII. LISTING RULES IMPLICATION

As at the Latest Practicable Date, Guangdong Enze was wholly owned by Enze Fund which was a limited partnership established under the laws of the PRC with Sinopec Capital, a substantial shareholder of the Company, holding approximately 45.71% partnership interests therein as the largest limited partner. Furthermore, Sinopec Capital also held 50% equity interest in Shihua Haihe which was the general partner of Enze Fund.

Each of Guangdong Enze and Enze Fund is an associate of Sinopec Capital which is a substantial shareholder of the Company and hence, a connected person of the Company. As such, the Guangdong Enze Capital Increase Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Since one or more of the applicable percentage ratios (as defined under the Listing Rules) (other than the profit ratio) in respect of the Guangdong Enze Capital Increase Agreement exceeds 0.1% but all are below 5%, the Guangdong Enze Capital Increase Agreement is subject to the reporting and announcement requirements but exempt from the circular and independent Shareholders' approval requirements pursuant to Rule 14A.76(2)(a) of the Listing Rules.

IX. EGM

The Company will hold the EGM at 2/F, Unit 1, No. 655 Jinyuanyi Road, Jiading District, Shanghai, PRC at 10:00 a.m. on Wednesday, August 27, 2025 for the Shareholders to consider and approve, as appropriate, the resolutions set out in the notice of the EGM. The notice of the EGM is set out on 101 to 104 of this circular.

X. CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE EGM

The register of members of H Shares will be closed from Friday, August 22, 2025 to Wednesday, August 27, 2025, both days inclusive, during which no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the EGM. Shareholders whose names appear on the register of members of the Company on Wednesday, August 27, 2025 are entitled to attend and vote at the EGM.

LETTER FROM THE BOARD

To be eligible to attend and vote at the EGM, all properly completed transfer documents in respect of H Shares, accompanied by relevant share certificate(s), must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, August 21, 2025 for registration.

XI. PROXY FORM

The proxy form for the EGM is enclosed with this circular and is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.refire.com).

If you intend to appoint a proxy to attend the EGM, you are required to duly complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at Room 1004, 1/F, Unit 1, 1555 Jingyuan Road, Jiading District, Shanghai, PRC (for holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be) (which is 10:00 a.m. on Tuesday, August 26, 2025 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

XII. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. As such, the resolution as set out in the notice convening the EGM will be voted by poll.

In respect of the transactions contemplated under the Guangdong Enze Capital Increase Agreement, pursuant to Rule 14A.36 of the Hong Kong Listing Rules, any Shareholder with a material interest in such transactions is required to abstain from voting on the relevant resolution at the EGM. As at the Latest Practicable Date, Sinopec Capital and its associates are interested in 11,651,900 Shares (comprising 2,912,975 H Shares and 8,738,925 Domestic Shares), representing approximately 13.52% of the total issued share capital of the Company, and are required to abstain from voting on the relevant resolution approving the Guangdong Enze Capital Increase Agreement and the transaction contemplated thereunder at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has any material interest in the Guangdong Enze Capital Increase Agreement and therefore no other Shareholder is required to abstain from voting on the relevant resolution approving the Guangdong Enze Capital Increase Agreement and the transaction contemplated thereunder.

LETTER FROM THE BOARD

In respect of the proposed related party transactions of the Company for 2025, since related parties are involved, the related Shareholders, (i) Mr. LIN Qi, an executive Director and chairman of the Board, and his controlled entities (namely, Shanghai Weiqing Management Consulting Partnership (Limited Partnership) (上海蔚清管理諮詢合夥企業(有限合夥)), Shanghai Weilan Business Consulting Partnership (Limited Partnership) (上海蔚瀾商務諮詢合夥企業(有限合夥)) and Shanghai Weijing Management Consulting Partnership (Limited Partnership) (上海蔚鏡管理諮詢合夥企業(有限合夥))) holding 17,852,700 Domestic Shares in aggregate (representing approximately 20.72% of the total issued share capital of the Company); and (ii) Yutong Bus Co., Ltd. (宇通客車股份有限公司) and its concert parties (namely, Zhengzhou Spruce Automotive Industry Equity Investment Fund (Limited Partnership) (鄭州雲杉汽車產業股權投資基金(有限合夥)) and Mr. Wan Jingzhao) holding 4,994,961 Domestic Shares in aggregate (representing approximately 5.80% of the total issued share capital of the Company), shall abstain from voting on the relevant resolution at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has any material interest in the proposed related party transactions of the Company for 2025 and therefore no other Shareholder is required to abstain from voting on the relevant resolution approving the proposed related party transactions of the Company for 2025.

Save as disclosed in this circular, as at the Latest Practicable Date, to the best knowledge of the Directors, no Shareholder is deemed to have a material interest in any other resolution to be proposed at the EGM and no Shareholder is required to abstain from voting on any other resolution to be proposed at the EGM.

The announcement of the poll results of the EGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.refire.com) after the conclusion of the EGM in accordance with the requirements of the Listing Rules.

XIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there is no other matter the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD

XIV. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Guangdong Enze Capital Increase Agreement, the Proposed Additional Capital Contribution to Sailafu REFIRE and the transactions contemplated thereunder are fair and reasonable and all resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

By Order of the Board
Shanghai REFIRE Group Limited
Mr. LIN Qi
Chairman of the Board

**SHANGHAI REFIRE GROUP LIMITED
RULES OF PROCEDURE FOR THE BOARD MEETINGS**

CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purpose of further regulating the methods of matters discussion and decision-making procedures of the Board of Directors of Shanghai REFIRE Group Limited (the “**Company**”), promoting the Directors and the Board to effectively perform their duties, and improving the standard operation and scientific decision-making level of the Board, these Rules of Procedures (the “**Rules**”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”) and other laws, regulations, normative documents and the Articles of Association of Shanghai REFIRE Group Limited (hereinafter referred to as the “**Articles of Association**”).

Article 2 The Company shall have a Board pursuant to the laws. The members of the Board shall be elected by the general meeting and appointed by the general meeting to take charge of the operation and management of the Company’s corporate property, who shall be the decision-making center of the Company and accountable to the general meeting.

Article 3 The Board shall consist of 9 Directors, and have one chairperson. At all times, the Board shall have at least one third of independent Directors, and the total number of independent Directors shall not be less than three, at least one of whom shall have appropriate professional qualifications that meet regulatory requirements of the place where the Company’s shares are listed, or appropriate accounting or related financial management expertise.

Article 4 The Board of the Company shall establish special committees, such as the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee, and the Strategy Committee. These special committees shall be accountable to and report to the Board, and fulfil their duties according to the Articles of Association and within the scope of delegation by the Board, submit proposals to the Board for consideration and decision. All members of the special committees shall be Directors, and the chairperson of each of the special committees shall be appointed and dismissed by the Board. The Board of the Company is responsible for formulating the rules of procedure of the special committees and standardizing the qualifications, responsibilities and obligations of the members of special committees.

Article 5 The Board of the Company shall make explanations to the general meeting with respect to the modified audit opinions issued by the engaged certified public accountant(s) for the financial report of the general meeting.

Article 6 The Board shall be accountable to the general meeting and exercise the following powers:

- (I) to convene a general meeting and report to the meeting on the work of the Board;
- (II) to implement the resolutions of the general meeting;
- (III) to decide on the business plan and investment scheme of the Company;
- (IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;
- (V) to formulate the profit distribution plan and loss recovery plan of the Company;
- (VI) to formulate plans of increasing or decreasing the Company's registered capital, issuing corporate bonds or other securities and going public;
- (VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;
- (VIII) to examine and approve the guarantees of the Company that require approval at the general meeting;
- (IX) to examine and approve the transactions other than those required by the Articles of Association to be approved by the general meeting, and to authorise the CEO to review the relevant transactions within the scope of the Articles;
- (X) to examine and approve the matters required to be passed by the Board as stipulated in the Management Measures on Connected Transactions;
- (XI) to determine the composition of the Company's internal management structure;
- (XII) to appoint or dismiss the CEO and the secretary to the Board of the Company according to the nomination of the chairperson of the Board; to appoint or dismiss senior management personnel such as presidents, vice presidents, the financial controller, and the chief technology officer according to the nomination of the CEO, and to decide on matters of remuneration, rewards and punishments;
- (XIII) to formulate the basic management system of the Company;
- (XIV) to formulate the proposals for any amendment to the Articles of Association;
- (XV) to request the general meeting to engage or replace the accounting firm that provides audit for the Company;

(XVI) to debrief the work report of the CEO of the Company and check the work of the CEO;

(XVII) to manage the information disclosure of the Company; and

(XVIII) any other functions and powers granted by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association.

For matters resolved by the Board in the preceding paragraph, except for items (VI), (VII), (VIII) and (XIV) which must be approved by a vote of at least two-thirds of the Directors, the remaining items may be approved by a vote of more than half of the Directors.

Matters beyond the scope of delegation by the general meeting shall be submitted to the general meeting for consideration.

The specific duties and powers of the Board stipulated in the Company Law shall be collectively exercised by the Board, shall not be delegated to others, and shall not be altered or deprived the Articles of Association, resolutions of the general meeting, etc.

For other duties and powers of the Board as stipulated in the Articles of Association, major business and matters shall be subject to approval upon collective decision-making, rather than sole decision by one or several delegated Directors.

Article 7 Where a major transaction of the Company meets the percentage ratio thresholds specified in Rule 14.07 of the Listing Rules (For details, please see the Information Disclosure Management System) requiring disclosure, it shall be disclosed after deliberation by the Board. For transactions reaching the deliberation threshold of the general meeting, they shall be submitted to the general meeting for review and approval.

If the data involved in the calculation of the above indicators is negative, the absolute value shall be used for calculation. The transactions of the same type related to the transaction target conducted by the Company within twelve months shall be submitted to the competent body for review in accordance with the principle of cumulative calculation.

Unless otherwise stipulated or infringing on the legitimate rights and interests of shareholders, transactions that occur between the Company and its holding subsidiaries within the scope of its consolidated statements or between the above-mentioned holding subsidiaries are exempt from review in accordance with the provisions of this article.

For transactions that fail to meet the aforementioned thresholds, they shall be implemented upon approval by the Company's CEO or his authorized person in accordance with internal policies. In the event of amendments to the Articles of Association, the implementation of this article shall be subject to the amended Articles of Association.

Article 8 The chairperson of the Board shall convene an extraordinary Board meeting within 10 days after the receipt of the proposal if:

- (I) it is proposed by shareholders holding more than 10% of the Company's issued shares with voting rights;
- (II) it is proposed by more than one-third of the Directors;
- (III) it is proposed by half of the independent Directors;
- (IV) it is proposed by the Audit Committee;
- (V) the chairperson of the Board considers necessary;
- (VI) the CEO considers necessary;
- (VII) other circumstances as provided in the Articles of Association occur.

Article 9 A Board meeting shall not be held unless more than half of the Directors are present.

The CEO and the secretary to the Board shall attend the meeting; other senior management may attend the meeting as required.

The Board may invite intermediaries or experts in industry, business, law and finance to attend Board meetings to provide professional advice.

Article 10 The Directors shall attend the Board meeting in person. If the Directors are unable to attend the meeting for some reason, they may entrust another Director in writing to attend the meeting on their behalf in accordance with the provisions of the Rules.

CHAPTER 2 RULES FOR MEETING PROPOSALS

Article 11 Matters subject to the consideration by the Board shall be made by means of a resolution. The secretary to the Board is responsible for collecting, collating and submitting resolutions to the Board of Directors for consideration.

For the purpose of these Rules, a resolution refers to a matter pending for consideration which is formally included in the scope of deliberations of the Board, while a proposal refers to a matter pending for consideration which has been submitted by a proposer, but not yet included in the scope of deliberations of the Board, and the person or entity making the proposal is referred to as the proposer. The content of a proposal shall include but not limited to the name and content of the proposal, necessary demonstration and analysis, etc., and shall be signed or sealed by the proposer.

Article 12 Every resolution shall be sent to the secretary to the Board. The secretary to the Board shall compile and classify all resolutions and submit them to the chairperson of the Board for examination. If the chairperson considers that the content of a resolution is unclear or unspecific or the relevant materials are insufficient, he/she may request the proposer to make a revision or supplement.

The content of the resolutions shall be sent to all Directors and to those persons required to attend the meeting, together with the notice of the meeting.

Article 13 Where a proposal is made to convene an extraordinary Board meeting in accordance with these Rules, a written proposal signed (or sealed) by the proposer shall be submitted through the secretary to the Board or directly to the chairperson of the Board. The written proposal shall specify the following:

- (I) name of the proposer;
- (II) reasons or objective circumstances for the proposal;
- (III) time, duration, venue and form of the proposed meeting;
- (IV) a clear and specific proposal;
- (V) contact information of the proposer and date of the proposal, etc.

Proposals should be on matters within the powers and duties of the Board as set out in the Articles of Association, and documents relating to the proposals should be submitted together with the proposals.

The secretary to the Board shall, on receipt of the above written proposal and the relevant materials, forward the same to the chairperson of the Board on the same day. Where the chairperson of the Board considers that the content of the proposal is unclear and unspecific or the relevant materials are insufficient, he/she may request the proposer to make a revision or supplement.

Article 14 A proposal to the Board shall meet the following conditions:

- (I) its content is not in conflict with any provision of the laws, regulations or the Articles of Association, and is within the business scope of the Company and the powers and duties of the Board;

- (II) the proposal must be in the interests of the Company and its shareholders;
- (III) the proposal has clear issues and specific matters;
- (IV) the proposal must be submitted in writing.

Article 15 The following persons/organizations may submit proposals to the Board:

- (I) shareholder individually or shareholders collectively holding more than 1% of the total number of voting shares in the Company;
- (II) any Director;
- (III) the CEO, secretary to the Board and other senior management members.

The proposals submitted by proposers set forth in Item (II) above should be confined to matters within the scope of their respective duties.

Article 16 If, in the course of the Board discussion of a resolution, the Directors disagree on certain issue in or part of the resolution, and to the extent that the Directors separately vote on the amendment with respect to the issue or the part, the resolution may be amended at the meeting in accordance with the votes.

CHAPTER 3 NOTICE OF MEETINGS AND SIGN-IN RULES

Article 17 Board meetings include regular meetings and extraordinary meetings. The Board shall hold at least four regular meetings each year, approximately once a quarter, which shall be convened by the chairperson of the Board.

Article 18 Regular Board meetings shall be notified to all the Directors 14 days prior to the meeting. Written notice shall be given to all Directors 5 days prior to the convening of an extraordinary Board meeting.

Notice of Board meetings shall be given in writing, by personal delivery, facsimile, electronic mail or in such other manner as may be provided for in the Articles of Association.

In case of emergency and it is necessary to convene an extraordinary Board meeting as soon as possible, the convening of the meeting shall not be subject to the time limit as set out above, and the meeting notice may be given at any time by phone or other verbal means, but the convener shall make relevant explanations at the meeting.

Article 19 The secretary to the Board is responsible for notifying all Directors and relevant personnel and preparing for the meeting. A notice of the Board meeting shall at least contain the following contents:

- (I) the date, venue and duration of the meeting;
- (II) the convening method of the meeting;
- (III) reasons and the matters to be considered;
- (IV) the convener and chairperson of the meeting, the proposer of an extraordinary meeting;
- (V) the contact person of the meeting and their contact information;
- (VI) the date of giving the notice.

The verbal meeting notice shall at least include the contents mentioned in (I), (II) and (III) above and a description that an extraordinary Board meeting is necessary to be held as soon as possible due to an emergency.

Article 20 Where, after the written notice for the regular Board meeting is issued, there is a need to change the date, place or other matters of the meeting, or to add, change or cancel the proposals of the meeting, a written change notice shall be issued three days before the originally scheduled meeting date, specifying the situation and relevant content of and materials about the new proposal. If it is less than 3 days in advance, the date of the meeting shall be postponed accordingly, or the meeting shall be held as scheduled with the approval of all directors present.

Article 21 Where, after the notice for the extraordinary meeting of the Board of Directors is issued, there is a need to change the time, place or other matters of the meeting, or to add, change or cancel the proposals of the meeting, the approval by all directors attending the meeting shall be obtained in advance and the records thereof shall be made.

The person to whom notice of a meeting is given shall inform the Secretary of the Board as soon as possible whether or not it/he will attend the meeting in accordance with the return receipt requested in the notice of the meeting.

Article 22 In principle, the Directors shall attend the Board meetings in person. If a Director is unable to attend the meeting for some reason, he/she may entrust another Director to attend the meeting and vote on his/her behalf. The power of attorney shall specify the following matters in writing:

- (I) the name of the principal and the proxy;

- (II) summarized opinion of the principal on every proposal;
- (III) scope of authorization of the principal and instructions as to his intentions to vote on the proposals, and the validity of the authorization;
- (IV) signature of the principal, and date, etc.

The Director acting as the proxy shall submit to the chairperson of the meeting the power of attorney, and make explanations on the attendance record book on his/her appointment to attend the meeting.

The Director who attends the meeting on behalf of another Director shall exercise the rights of the Directors within the scope of authorization. If a Director fails to attend a Board meeting or to appoint a proxy, he/she shall be deemed to have waived his/her right to vote at that meeting.

If a Director fails to attend the Board meeting in person (a Director who participates in a Board meeting or vote by means of communication is considered to be present in person) or entrust any other Director to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board shall recommend the general meeting to remove such Director.

Article 23 The following principles shall govern the appointment of and attendance as a proxy at Board meetings:

- (I) in the consideration of related party transactions (including connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), a non-related Director shall not appoint a related Director to attend on his behalf, nor shall a related Director accept an appointment from a non-related Director;
- (II) a Director shall not give his full authority to another Director to attend in his stead without stating his personal opinion and intention to vote on the proposal, nor shall such Director accept a proxy with full authority or unspecified authority;
- (III) a Director shall not accept a proxy from more than two Directors, nor shall a Director appoint a Director who has accepted a proxy from two other Directors to attend the meeting on his behalf.

Article 24 A rule for signing in at Board meetings shall be adopted whereby all persons attending a meeting shall sign in person and it shall not be permitted to sign on behalf of others. The meeting attendance record book shall be kept together with other written documents for the meeting.

CHAPTER 4 RULES OF PROCEDURE AND VOTING

Article 25 The Board shall discuss matters by convening Board meetings. A resolution made by the Board must be approved by more than half of all the Directors. If the Board resolves on any external guarantee matters within its scope of authority in accordance with the Articles of Association, consent by more than two-thirds of Directors is required.

Article 26 Voting at the Board meetings shall be conducted by open ballot or by a show of hands.

The holding methods of a Board meeting can be onsite, by means of correspondence and a combination of both. A regular Board meeting, a meeting to consider the matter in which the Board considers that any substantial shareholder or Director has a conflict of material interest or other circumstances stipulated by laws, regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association shall not be held by means of correspondence.

Subject to full and free expression of opinions by the Directors, an onsite Board meeting may provide convenience to Directors to attend the meeting through means of telephone, video or other instant communication device. Directors who attend a Board meeting by the aforementioned means shall be deemed to have attended such onsite meeting.

If the Board meetings are convened via telephone, video or other instant communication device, it shall ensure that the attending Directors are able to hear clearly other directors' speaking and are able to communicate with each other. Sound records and video records shall be made for the Board meetings held in this way. Where the Directors are unable to sign the meeting resolutions immediately at such meetings, they shall cast their votes orally and complete the signing of written resolutions as soon as possible. Oral voting by the Directors shall have the same effect as signing in writing, provided that such ex post signing in writing shall be consistent with the earlier oral voting at the meetings. If there is any discrepancy between such signing in writing and oral voting, the oral voting shall prevail.

Article 27 Each Director shall have one vote. In case of an equality of votes cast for and against a resolution, the chairperson of the Board shall have a casting vote.

Article 28 If the method of open ballot is adopted, the secretary to the Board shall be responsible for organizing the production of the votes of the Board. A vote of a Board meeting shall contain:

- (I) the session, time and venue of the Board meeting;
- (II) name of Directors;
- (III) matters requiring consideration for voting;

(IV) instructions for voting for, against and abstaining from voting;

(V) other matters to be recorded.

Attending Directors shall make a choice from “for”, “against” or “abstain”. Where any Director does not make any choice or makes two or more choices, the chairperson of the meeting shall ask the relevant Director to make a choice again, and if the Director refuses to do so, or if any Director leaves the meeting venue halfway without making a choice, he/she shall be regarded as abstaining from voting.

Article 29 Voting forms shall be distributed to the Directors present at a meeting before the Board votes on each matter under consideration and shall be collected after the vote has been taken.

A Director appointed by another Director to vote on his/her behalf shall, in addition to holding a vote for himself/herself, hold a vote on behalf of the appointing Director and shall state in the Director’s name column “Voted on behalf of Director xxx” on such vote.

Article 30 The Board shall proceed to vote on each item of business on the agenda and shall not withhold or refrain from voting on any matter for whatever reason.

Article 31 The Chairman shall preside over the Board meetings. Whenever the Chairman is unable to or fails to exercise his powers, a Director elected by more than half of the directors shall perform the duties.

Article 32 Every issue to be discussed by the Board shall be presented through a keynote address delivered by the proposer or by a designated Director, stating the substance of the issue, the leading view of the proposal, etc.

Article 33 Except as permitted by the Hong Kong Listing Rules, if Directors or any of their associates (as defined in the Hong Kong Listing Rules) have a material interest or connected relationship with the matters to be considered at a Board meeting, such Directors shall not vote on the said resolution when the Board considers it, nor shall they vote on the resolution on behalf of other Directors, and nor shall they be counted as a quorum present at the meeting. The Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the meeting is less than three, the matter shall be submitted to the general meeting for consideration.

Article 34 Unless approved unanimously by all the Directors attending the meeting, no proposals not included in the notice of meeting shall be voted on at the Board meeting. Directors attending the Board meeting as a proxy shall not vote on proposals which are not included in the notice of the meeting on behalf of other Directors.

Article 35 For each item under consideration, at least two Directors shall be elected from among those present at the meeting to take part in the count and shall be supervised by a member of the Audit Committee, and the result of the count shall be announced on the spot by the representative of the counters.

Article 36 The chairperson of the meeting shall decide whether resolutions are passed according to the voting results and announce such results in the meeting. The result of the vote on the resolution shall be recorded in the minutes of the meeting.

Article 37 If the chairperson of the meeting is in any doubt as to the result of a resolution put to the vote, he/she may count the votes cast; if a vote is to be counted and a Director present at the meeting objects to the result announced by the chairperson, he/she shall be entitled to request a vote count immediately after the announcement of the voting result and the chairperson of the meeting shall count the votes immediately.

Article 38 When more than half of the Directors attending the meeting deem the proposals unclear or unspecific, or that documents of the meeting are so inadequate that they are unable to make a judgment on the relevant matters, the chairperson of the meeting shall ask for suspension of voting on such proposals.

The Directors who propose to suspend the voting shall specify the prerequisites for the proposal to be resubmitted for deliberation.

Article 39 The Directors present shall sign the minutes of the meeting and the resolutions on their own behalf and on behalf of those Directors who have appointed them to attend the meeting. If a Director disagrees with the minutes of the meeting or the resolutions, he/she may make a written statement to that effect at the time of signing.

Article 40 Directors shall assume responsibility for the resolutions of the Board. If a resolution of the Board violates the laws, regulations or the Articles of Association and the Company suffers serious losses as a result thereof, the Directors participating in the passing of such resolution are liable to compensate the Company therefor. However, if it can be proven that a Director expressly objects to the resolution when the resolution is voted on, and that such objection is recorded in the minutes of the meeting, such Director may be released from such liability. A Director not attending the meeting in person or by appointing a delegate, or not providing written opinions on the matters discussed at the time of or prior to the holding of the Board meeting shall be deemed not to have expressed any objection, and shall not be exempted from the liability that he/she should bear.

CHAPTER 5 MINUTES OF MEETINGS

Article 41 Minutes of Board meetings shall be kept and shall be signed by the Directors present and by the recorder. A Director who is present at a meeting shall be entitled to have an explanatory note made in the minutes of what he/she has said at the meeting.

In addition to the minutes of meetings, the secretary to the Board may, if necessary, take concise minutes of the proceedings of the meetings and make separate written resolutions formed at the meetings based on the voting results counted.

The secretary to the Board shall be responsible for the custody of the written information such as attendance books, power of attorney, votes, records, minutes, resolutions, etc. for a period of no less than ten years.

Article 42 The minutes of a Board meeting shall include the following contents:

- (I) the date and venue of the meeting and the name of the convener;
- (II) the names of the Directors attending the meeting and the names of the Directors (proxies) appointed by other Directors to attend the Board meeting;
- (III) the agenda of the meeting;
- (IV) the method and result of the voting for each proposal (the voting result should specify the number of votes for and against the proposal or abstentions).

Article 43 If it is not possible to complete the minutes immediately after the meeting due to a shortage of time, the secretary to the Board shall be responsible for completing the minutes within 3 days after the meeting and sending them to each Director by reasonable means such as personal delivery, express mail or email. Each Director shall sign the minutes of the meeting within 3 days of their receipt and shall deliver the signed minutes to the Company. If the Directors have any comments on or objections to the minutes, they may refuse to provide their signatures, but they shall send their written comments to the Company at the time and in the manner hereinbefore provided.

In the event of any error or omission in the minutes prepared by the Secretary of the Board, the Secretary of the Board shall correct the same and the director shall sign the corrected minutes.

CHAPTER 6 ENFORCEMENT OF BOARD RESOLUTIONS

Article 44 Once a resolution has been formed at a Board meeting, the executor identified in the resolution is responsible for organizing and implementing it, and reporting the results to the chairperson of the Board.

Article 45 The chairperson of the Board shall urge relevant persons to implement the Board resolutions, check the implementation of the resolutions and report on the implementation of the resolutions at subsequent Board meetings.

The secretary to the Board shall report to the chairperson of the Board in a timely manner on implementation of the Board resolutions and communicate the chairperson's views to the relevant Directors and the management of the Company in a factual manner.

The secretary to the Board may assist the Board in urging and checking the implementation of the Board resolutions by collecting and inspecting relevant documents and communicating with relevant personnel.

The Board may require members of the management to report orally or in writing to the Board on the implementation of the Board resolutions and significant production and operation matters of the Company.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 46 In the event of any matters not covered in these Rules or in conflict with the provisions of relevant regulations as promulgated from time to time or the Articles of Association, the provisions of the Articles of Association shall prevail. In the event of any inconsistency with the laws and administrative regulations as promulgated from time to time, other relevant normative documents and regulatory rules of the stock exchange in the place where the Company's shares are listed, the provisions of laws, administrative regulations, other relevant normative documents and listing rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association shall prevail.

Article 47 These Rules shall be annexed to the Articles of Association. Unless otherwise stated, all terms used herein shall have the same meaning as those defined in the Articles of Association.

Article 48 These Rules shall take effect and come into force from the date of approval by the general meeting of the Company.

Article 49 The Board shall be responsible for the interpretation of these Rules.

Shanghai REFIRE Group Limited

**SHANGHAI REFIRE GROUP LIMITED
RULES OF PROCEDURE FOR THE GENERAL MEETINGS**

CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purpose of standardizing the operation procedures of the general meeting and ensure that the general meeting will exercise its functions and powers in a legal, orderly and efficient manner, Shanghai REFIRE Group Limited (hereinafter referred to as the “**Company**”) has formulated these Rules of Procedures (the “**Rules**”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”) and other relevant laws, regulations and the Articles of Association of Shanghai REFIRE Group Limited (hereinafter referred to as the “**Articles of Association**”) and according to the actual situation of the Company.

Article 2 The Rules are applicable to the general meeting of the Company, and binding upon the Company, all the shareholders, shareholder proxies, Directors, and senior management, as well as other personnel present at the general meeting of the Company.

Article 3 The Board of Directors of the Company shall strictly follow relevant laws and regulations on the convening of the general meeting, and shall organise the general meeting conscientiously as scheduled. All the Directors of the Company shall have good faith in the normal convening of a general meeting, and shall not hinder the lawful exercise of functions and powers at the general meeting.

All the shareholders legally and effectively holding shares of the Company have the right to attend the general meeting in person or by proxies, and are legally entitled to various shareholders’ rights such as the right to information, right to speak, right of inquiry and right to vote. Shareholders and their proxies present at the general meeting shall abide by the rules of relevant regulations, the Articles of Association and the Rules, keep order at the meeting consciously, and shall not infringe upon the legal rights and interests of other shareholders.

Article 4 The general meeting shall exercise its functions and powers within the scope stipulated by the Company Law, and shall not interfere with the shareholders’ disposal of their own rights. The matters to be considered and decided at the general meeting shall be determined pursuant to the Company Law and the Articles of Association.

Article 5 The secretary to the Board of the Company shall be responsible for the preparation and organization of the general meeting.

Article 6 The general meeting shall be convened following the principle of simplicity, and no extra benefits shall be offered to the shareholders or their proxies present at the meeting. Directors present at the meetings shall duly perform their duties and ensure that the resolutions are true, accurate and complete and are free from representation that may lead to ambiguity.

CHAPTER 2 FUNCTIONS AND POWERS OF THE GENERAL MEETING

Article 7 The general meeting is composed of all the shareholders of the Company, and acts as the organ of authority of the Company.

The general meeting shall exercise its functions and powers within the scope stipulated by the Company Law and the Articles of Association, and shall not interfere with the shareholders' disposal of their own rights.

The matters to be considered and decided at a general meeting shall be determined pursuant to the Company Law and the Articles of Association.

Article 8 The general meeting may exercise the following functions and powers in accordance with the law:

- (I) to elect and replace Directors who are not staff representatives, and to decide on matters relating to their remuneration;
- (II) to review and approve the reports of the Board;
- (III) to review and approve the profit distribution plan and loss recovery plan of the Company;
- (IV) to make resolutions on the increase or reduction of the Company's registered capital;
- (V) to make resolutions on the issuance of corporate bonds, shares of any class, stock warrants and other similar securities and listing plans thereof;
- (VI) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the form of the Company;
- (VII) to amend the Articles of Association;
- (VIII) to review and approve resolutions proposed by shareholder(s) individually or collectively representing 1% or more of the issued shares with voting rights of the Company;
- (IX) to decide on the appointment, renewal or dismissal of accounting firms;
- (X) to examine and approve the external guarantees of the Company that require the approval by the general meeting under the Articles of Association;

- (XI) to consider the Company's purchase or disposal of major assets or guarantees within one year of an amount exceeding 30% of the latest audited total assets of the Company;
- (XII) to examine and approve material transactions and connected transactions which should be submitted to the general meeting for consideration and approval in accordance with the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;
- (XIII) to review the stock incentive plan;
- (XIV) to review and approve the change in use of raised funds;
- (XV) to consider other matters that should be decided by the general meeting according to the laws, administrative regulations, departmental rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the Articles of Association;
- (XVI) other matters required by the regulatory rules of the place where the Company's shares are listed.

Without violating any applicable laws, regulations, or mandatory provisions of the listing jurisdiction, the general meeting may authorize or entrust the Board to handle the matters as authorized or entrusted at the general meeting, including but not limited to:

- (I) subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board to issue, allot and deal with additional shares not exceeding 20% of the shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;
- (II) authorize the Board, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid-term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.

Article 9 The provision of any external guarantees by the Company shall be considered and approved by the Board. External guarantees subject to the consideration and approval of the general meeting as stipulated by the Articles of Association shall be submitted to the general meeting for consideration and approval after being considered and approved by the Board.

When the proposal for providing a guarantee to a shareholder, the actual controller and their related parties is reviewed by the general meeting, the shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be considered and passed with a majority of the votes held by other shareholders present at the general meeting.

Article 10 The aforesaid functions and powers of the general meeting shall not be exercised by the Board of Directors or by other organizations and individuals on behalf of shareholders through authorization.

CHAPTER 3 SYSTEM OF THE GENERAL MEETING

Article 11 The general meeting shall be divided into the annual general meeting and the extraordinary general meeting. The annual general meeting shall be convened once a year, and shall be held within six months after the prior accounting year ends.

Extraordinary general meetings shall be held irregularly. The Board of Directors shall convene an extraordinary general meeting within two months under any of the following circumstances:

- (I) when the number of Directors is less than the number specified in the Company Law or less than two-thirds of the number required by the Articles of Association;
- (II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;
- (III) at the request of shareholders who individually or collectively hold more than 10% of the Company's issued voting shares;
- (IV) when the Board considers it necessary or the Audit Committee proposes that such a meeting be convened;
- (V) any other circumstances required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 12 Shareholders (including proxies thereof) attending a general meeting shall be legally entitled to various rights such as the right to information, right to speak, right of inquiry and right to vote when attending the general meeting.

CHAPTER 4 CONVENING OF THE GENERAL MEETING

Article 13 The Board of Directors shall convene the general meeting in a timely manner within the periods specified in Article 11 of the Rules.

Article 14 The independent Directors have the right to propose to the Board to convene an extraordinary general meeting. For the proposal of independent Directors of convening an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, submit written feedback on whether to agree or disagree to convene the extraordinary general meeting within 10 days upon receipt of the proposal.

When the Board agrees to convene an extraordinary general meeting, the Board shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. If the Board does not agree to convene such a meeting, the reasons shall be stated and announced.

If the securities regulatory authorities at the place where the Company's shares are listed stipulate otherwise, the relevant provisions shall prevail.

Article 15 The Audit Committee is entitled to propose to the Board to convene an extraordinary general meeting, provided that the proposal shall be made in written form. The Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, submit written feedback on whether to agree or disagree to convene the extraordinary general meeting within 10 days upon receipt of the proposal.

When the Board agrees to convene the extraordinary general meeting, the Board shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the Audit Committee.

When the Board does not agree to convene the extraordinary general meeting or does not give a written reply within 10 days upon receipt of the proposal, the Board shall be considered to be unable or fail to perform the duty of convening an extraordinary general meeting. The Audit Committee can convene and preside over the meeting on its own.

Article 16 If shareholders require convening an extraordinary general meeting, the following procedure shall be followed:

- (I) Shareholder(s) individually or jointly holding more than 10% (inclusive) of the issued shares with voting rights of the Company may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary general meeting and stating the subject of the meeting. The Board shall give a written reply on whether to agree or disagree to convene the extraordinary general meeting within 10 days after receipt of the request. The aforesaid amount of shareholding is calculated on the day when the shareholders tender the written request.

When the Board agrees to convene the extraordinary general meeting, the Board shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. In the event of any change to the original proposal, the consent of the relevant shareholder(s) shall be obtained.

If the Board does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholder(s) individually or jointly holding more than 10% of the outstanding voting shares of the Company shall be entitled to propose to the Audit Committee in writing to convene an extraordinary general meeting. The Audit Committee shall, within ten (10) business days following receipt of a request, render a determination on whether to convene an extraordinary general meeting, and shall furnish a written response to the requesting shareholder(s).

- (II) If the Audit Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal, the consent of the relevant shareholder(s) shall be obtained.
- (III) If the Audit Committee fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders individually or collectively holding more than 10% of the issued shares with voting rights of the Company for more than 90 consecutive days may convene and preside over the meeting on their own, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes the general meeting.

Prior to the announcement of the resolution of the general meeting, the proportion of issued shares with voting rights of the Company held by the shareholders who convene the meeting shall not be less than 10%.

Article 17 When the Audit Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board in writing and the Company shall bear the reasonable expenses incurred thereby and deduct the expenses from the amount owed by the Company to the delinquent Directors.

Article 18 With regard to the general meeting convened by the Audit Committee or shareholders on their own, the Board and the secretary to the Board shall provide assistance. The Board shall provide the register of shareholders as of the date of record. The register of shareholders obtained by the convener shall not be used for any purposes other than holding the general meeting.

CHAPTER 5 PROPOSALS AND NOTICES OF THE GENERAL MEETING

Article 19 The proposal contents shall fall into the terms of reference of the general meeting. There shall be definite topics and specific matters for resolution, shall be submitted or served to the convener in writing. The proposal shall comply with the relevant provisions of the laws, administrative regulations, Hong Kong Listing Rules and the Articles of Association.

Article 20 Where the Company convenes a general meeting, the Board, the Audit Committee, and the shareholder(s) individually or jointly holding more than 1% of the issued shares with voting rights shares of the Company may make proposals to the Company.

Article 21 The shareholders individually or jointly holding more than 1% of the issued shares with voting rights of the Company may raise a temporary proposal and submit it to the convener in writing 10 days before the general meeting is held. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to inform other shareholders, explain the contents of the temporary proposal and submit the temporary proposal to the general meeting for consideration.

Save as specified in the preceding paragraphs, the convener shall not change the proposal set out in the notice of the general meeting or add any new proposal after the said notice is served.

The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or not in conformity with the provisions of Article 19 of the Rules and the Articles of Association.

Article 22 A notice of the annual general meeting shall be given to the shareholders at least 21 days (excluding both the date of notice and the date of the meeting) prior to the meeting in writing, which shall state the matters to be deliberated at the meeting and the time and venue of the meeting; a notice of the extraordinary general meeting shall be given to the shareholders at least 15 days (excluding both the date of notice and the date of meeting) prior to the meeting in writing. If laws, regulations or the securities regulatory authorities where the

Company's shares are listed provide otherwise, the relevant provisions shall prevail. The date of issue of the notice mentioned herein is the date upon which the Company or the share registry commissioned by the Company serves the relevant notice to the post office.

Unless otherwise specified by the Articles of Association, the notice of a general meeting shall be delivered to a shareholder (whether he/she has voting rights at the general meeting or not) by personal delivery or prepaid mail to the address of the shareholder listed in the register of shareholders. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.

The aforesaid public announcement shall be published in one or several newspapers designated by the competent securities authorities under the State Council or of the place where the Company's shares are listed not later than 15 days (for an extraordinary general meeting) or 21 days (for an annual general meeting) prior to the convening of the meeting. Once the public announcement is made, it is deemed that all the holders of domestic shares have received the notice of the relevant general meeting.

On the condition of complying with the requirements of laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed, and following the relevant procedures, the notice of the general meeting to the holders of overseas listed foreign shares may be issued through the website designated by the Hong Kong Stock Exchange and the website of the Company, in lieu of the means of personal delivery or prepaid mail to the shareholders. Once the announcement is made, all shareholders are deemed to have received the notice of the relevant general meeting.

With the written consent of all shareholders of the Company, the convening of an extraordinary general meeting of the Company shall be exempted from the time limitations on the notice of the meeting as aforesaid.

Article 23 The notice and the supplementary notice of the general meeting shall fully and completely disclose all specific contents of all proposals, as well as all the information or explanation which are necessary for the shareholders to make a reasonable judgment in respect of the issues to be discussed.

Article 24 The notice of a general meeting shall be made in writing and meet the following requirements:

- (I) specify the time, venue and duration of the meeting;
- (II) specify the matters and proposals to be considered at the meeting;
- (III) contain the textual explanation: all shareholders are entitled to attend the general meeting and they may appoint one or more proxy/proxies in writing to attend and vote at such meeting on their behalf and that such proxy need not be a shareholder of the Company;

- (IV) state the name and telephone number of the regular contact person for the meeting;
- (V) state the date on which the notice of the meeting is given;
- (VI) contain the information and explanations necessary for shareholders to make informed decisions on the matters to be discussed; this principle includes (but is not limited to) the requirement that when the Company intends to make a merger, repurchase shares, make capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanations on the causes and consequences;
- (VII) If any Directors or senior management personnel have a material interest in the matters to be discussed, the nature and extent of the interest shall be disclosed; if the influence of the matters to be discussed on the relevant Directors or senior management personnel is different from the influence on other shareholders, the relevant difference shall be specified;
- (VIII) contain the full text of the special resolution proposed to be approved at the meeting;
- (IX) state the delivery time and place of the proxy form for voting at the meeting;
- (X) the record date of the shareholders entitled to attend the general meeting;
- (XI) other requirements stipulated in the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The notice and the supplementary notice of the general meeting shall contain those required by the Hong Kong Listing Rules and the Articles of Association, and fully, completely and accurately disclose all specific contents of all proposals. If the matters to be discussed require opinions from independent Directors, the opinions and reasons of independent Directors will be disclosed at the time when the notice of the general meeting or the supplementary notice is given.

If the Company needs to supplement any material information on the subject matter to be considered at the general meeting, it shall provide the information not less than 10 working days before the date of the general meeting. Where necessary, the Company shall adjourn the general meeting to ensure conformity with the requirement.

Article 25 When the general meeting intends to discuss the election of Directors, the notice of the meeting shall fully explain the details of the candidates for the office of Directors, including, among others, the following contents:

- (I) personal particulars such as educational background, working experience and any concurrent positions;
- (II) whether there is any connected relationship with the Company or the controlling shareholder and the actual controller of the Company;
- (III) their shareholdings in the Company;
- (IV) whether he/she has been punished by the CSRC, other relevant authorities and the stock exchange where the Company's shares are listed.

The election of each candidate for the office of Directors shall be proposed separately.

Article 26 The general meeting and the resolution of the general meeting shall not be null and void if the notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.

Article 27 When the notice of a general meeting is given, the general meeting shall not be adjourned or canceled without proper reasons, and the proposals set out in the notice of the general meeting shall not be canceled. In the event of an adjournment or cancellation, the convener shall notify the shareholders and give reasons thereof at least two working days prior to the originally scheduled date of the meeting. If the general meeting is to be adjourned, the date of convening the adjourned meeting shall also be stated in the notice.

CHAPTER 6 HOLDING OF GENERAL MEETING

Article 28 The venue where the Company holds the general meeting shall be generally the domicile of the Company. If there is a change in the venue of a general meeting, it shall be specified in the notice of the meeting.

A meeting venue shall be established for the general meeting, and in principle, meetings will take the form of on-site meetings. The Board may, on a case-by-case basis, provide internet, video, telephone or other voting methods to facilitate shareholders' participation in the general meeting in accordance with the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules or the Articles of Association. Shareholders who participate in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.

Article 29 The Board and other conveners shall take all necessary measures to ensure that the general meeting is conducted in an orderly manner and shall take steps to prevent any act interfering with the general meeting, provoking troubles and infringing on the legal rights and interests of the shareholders and report such acts to the relevant authorities for investigation.

Article 30 When the general meeting is held, all shareholders recorded in the register of shareholders as at the record date or their proxies shall have the right to attend the general meeting and exercise the speaking and voting rights in accordance with applicable laws, regulations, the Hong Kong Listing Rules and the Articles of Association, and the Company and the convener shall not deny such right on any ground.

Any shareholder entitled to attend and vote at the general meeting may attend and vote personally or by appointing one or more persons (whether such person is a shareholder or not) as his/her proxy(ies). A shareholder shall appoint a proxy via written power of attorney, which shall be signed by the principal or the proxy he/she appoints in writing. If the principal is an institutional shareholder, the power of attorney shall be stamped with the seal of the institution or signed by its Director or duly appointed proxy. If the shareholder has appointed a proxy to attend any meeting, he/she shall be deemed to have been present in person.

The shareholder proxy may exercise the following rights according to the authorization of the shareholder:

- (I) the same right as the shareholder to speak at the general meeting;
- (II) requesting to vote by ballot separately or together with others;
- (III) exercising the voting right by a show of hands or ballot, provided that if more than one proxies are appointed, the shareholder proxies shall vote by ballot only.

Article 31 An individual shareholder who attends the meeting in person shall produce his or her own ID card or other valid documents or proof evidencing his or her identity. If a proxy is appointed to attend the meeting on his or her behalf, such a proxy shall produce their own valid proof of identity and the power of attorney from the shareholder.

Article 32 Institutional shareholders shall attend the meeting by their legal representatives (principals) or their proxies. If the legal representative (principal) attends the meeting, he or she shall produce his/her own identity card and a valid proof of his or her legal representative (principal) status. If a proxy has been appointed to attend the meeting, such a proxy shall produce his/her own identity card and the written power of attorney issued by the institutional shareholders according to law (except Recognized Clearing House or its agent).

A shareholder shall appoint a proxy via a written power of attorney, which shall be signed by the principal or the proxy he/she appoint in writing. If the principal is an institutional shareholder, the power of attorney shall be stamped with the seal of the institution or signed by its Director or duly appointed proxy.

Article 33 The power of attorney shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting 24 hours before the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. If the power of attorney is signed by the authorized person of the principal, the power of attorney or other authorization documents to be signed shall be notarized. A notarized power of attorney or other authorization documents, together with the proxy form, shall be placed at the domicile of the Company or other place specified in the notice of the meeting.

If the principal is an institutional shareholder, its legal representative (principal) or the person authorized by the Board or other decision-making authorities shall attend the general meeting of the Company on its behalf, as if he/she were an individual shareholder of the Company.

If the shareholder is a Recognized Clearing House (or its agent) as defined in the relevant ordinances promulgated in Hong Kong from time to time, the shareholder may authorize one or more persons as he thinks fit to act as his representative(s) at any general meeting or any meeting of creditors. However, if more than one person is authorized, the power of attorney shall state the number and type of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the Recognized Clearing House. A person so authorized may attend a meeting on behalf of the Recognized Clearing House (or its agent) without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization, and shall be entitled with the same statutory rights as other shareholders, including the right to speak and vote.

Article 34 The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:

- (I) the name of the proxy;
- (II) the number of shares represented by each proxy;
- (III) whether the proxy has a voting right;
- (IV) the instruction to vote for, against or abstain from voting on each matter for consideration listed in the agenda of the general meeting;
- (V) the issuing date and validity period of the power of attorney;

(VI) signature (or seal) of the principal. If the principal is a corporate shareholder, the power of attorney shall be under the seal of the corporate shareholder or signed by its Director or duly appointed proxy.

The template power of attorney issued by the Board to a shareholder to appoint a proxy shall be in such blank form that allows the shareholder to freely instruct the proxy to vote for or against or to abstain from voting on any resolution, and to provide separate instructions on the matters to be voted on for each agenda of the meeting. It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.

The aforementioned power of attorney shall also specify the following matters: whether the proxy has voting rights on any temporary proposals that may be included in the agenda of the general meeting; if there are voting rights, specific instructions on how such rights should be exercised. If several persons are proxies, the power of attorney shall specify the number of shares represented by each proxy.

Article 35 When the general meeting is held by the Company, all the Directors and the secretary to the Board shall attend the meeting, while the CEO and other senior management personnel shall attend the meeting as observers.

Article 36 General meeting shall be convened by the Board, and the chairperson of the Board shall serve as the chairperson of the meeting to preside over the meeting. In the event that the chairperson of the Board is incapable of performing or does not perform his/her duties, a Director nominated by more than half of Directors shall convene the meeting on his/her behalf and serve as the chairperson of the meeting; in the event that the chairperson of the meeting is not designated, the shareholders present at the meeting can elect one person to serve as the chairperson of the meeting to preside over the meeting; if the shareholders are unable to elect the chairperson of the meeting for any reason, the shareholder present at the meeting who holds the most voting shares (including his/her proxy, except for the Hong Kong Securities Clearing Company Limited) shall serve as the chairperson of the meeting.

In the event that the Board is incapable of performing or does not perform his/her duties of convening the general meeting, the Audit Committee shall convene and preside over the meeting in a timely manner. At a general meeting convened by the Audit Committee, the convener of the Audit Committee shall preside over the meeting. When the convener of the Audit Committee is unable or fails to perform his or her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting.

In the event that the Audit Committee fails to convene and preside over the meeting, shareholders who have continuously held, either individually or in aggregate, 10% or more of the Company's total issued shares with voting rights for a period of not less than ninety consecutive days shall be entitled to independently convene and preside over such meeting. If a general meeting is convened by the shareholders, the convener shall elect a representative to preside over the meeting.

When a general meeting is held, if the chairperson of the meeting violates the rules of procedure, making the continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the general meeting may elect a person to serve as chairperson of the meeting and the meeting shall continue.

Article 37 At the annual general meeting, the Board and the Audit Committee shall make a report on their work in the past year to the general meeting.

Article 38 The Directors and senior management personnel shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the general meeting, unless:

- (I) the queries are not related to the agenda of the meeting;
- (II) the queries involve matters to be verified;
- (III) the queries involve trade secrets of the Company;
- (IV) other reasonable reasons.

Article 39 Before voting, the chairperson of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held by them. The number of shareholders and proxies present at the meeting and the total number of issued shares with voting rights held by them shall be subject to the registration of the meeting.

Article 40 The general meeting shall have meeting minutes, and the secretary to the Board shall be responsible for the meeting minutes. The meeting minutes shall contain:

- (I) the time, venue and agenda of meeting and the convener's name;
- (II) the names of the chairperson of the meeting and the Directors and senior management personnel attending the meeting or attending the meeting as observers;

- (III) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights they hold, and the proportion of these shares to the total number of the shares of the Company;
- (IV) the consideration process, key points of speech and voting result of each proposal;
- (V) inquiry or suggestion of the shareholders and the corresponding reply or explanation;
- (VI) the names of vote counters and scrutineers;
- (VII) other contents that shall be included in the meeting minutes according to the Articles of Association.

Article 41 The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The Directors, the secretary to the Board, convener or their representative attending the meeting, and the chairperson of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the on-line and other forms of voting for a period of not less than 10 years.

Article 42 The convener shall warrant that the general meeting will proceed continuously until the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, the convener shall take necessary measures to restore the general meeting as soon as possible or directly terminate the general meeting, and all shareholders shall be notified in time.

CHAPTER 7 VOTING AND RESOLUTIONS OF THE GENERAL MEETING

Article 43 Any resolution shall be passed by way of open ballot at a general meeting. The resolutions of a general meeting are classified into ordinary resolutions and special resolutions.

Ordinary resolutions of a general meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies thereof) present at the meeting.

Special resolutions of a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies thereof) present at the meeting.

Article 44 Shareholders (including proxies thereof) shall exercise their voting rights by the number of voting shares they represent at the general meeting, and each share shall have one vote, unless individual shareholders are required by the Hong Kong Listing Rules to waive their voting rights on individual matters.

Where any shareholder is, under the Hong Kong Listing Rules, required to waive his/her voting rights on a resolution or restricted to voting only for or against a resolution, he/she shall waive his/her voting rights and not cast his/her votes in compliance with such requirement, and any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the voting results.

The Company shares held by the Company have no voting right, and those shares are not included in the total number of voting shares present at the general meeting and shall not be deposited in CCASS. Any shareholder who is required under the Hong Kong Listing Rules to waive his/her voting rights on a resolution or is restricted to voting exclusively in favor of or against a resolution, shall not be counted as a vote made by that shareholder or his/her representative in contravention of such requirement or restriction.

Where laws, administrative regulations, or regulatory rules of the place where the company's shares are listed mandate that a shareholder must refrain from exercising any voting rights, or are restricted to voting exclusively in favor of or against a resolution, any votes cast by such shareholder or its proxy in violation of these prohibitions or restrictions shall be invalidated and excluded from the voting results.

Article 45 The general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

Article 46 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting.

Article 46 When a vote is cast it may be cast either in person or by one of other voting methods. Where the same vote is cast two or more times, the first cast shall hold.

Article 48 Votes shall be taken by open ballot at general meeting, except on proposals concerning procedures of the general meeting or administrative matters, which may be decided in good faith by the chairperson of the meeting and voted by a show of hands. The procedures and administrative matters above-mentioned shall:

- (I) not be contained in the agenda of the general meeting or in any supplementary circular to shareholders;
- (II) involve the duty of the chairperson of the meeting to maintain the orderly course of the meeting and/or to allow the matters of the meeting to be handled more properly and effectively while giving all shareholders a reasonable opportunity to express their views;

- (III) not involve the circumstance that any shareholder entitled to attend the general meeting and vote at the meeting appoints more than one person as its proxy to attend the meeting.

If the chairperson decides to vote by a show of hands, the general meeting shall vote by a show of hands unless the following persons require a vote by ballot before or after a show of hands:

- (I) the chairperson of the meeting;
- (II) at least two shareholders with voting rights or proxies of shareholders with voting rights;
- (III) one or several shareholders (including proxies thereof), individually or in aggregate, holding not less than 10% (inclusive) of the shares carrying voting rights at such meeting.

If the chairperson of the meeting decides to vote by a show of hands, unless a vote by ballot is proposed, the chairperson of the meeting shall, by a show of hands, declare the voting result of the proposal and record it in the minutes of the meeting as final and without the need to prove the number of votes for or against the resolution passed at that meeting, or the proportion thereof.

The request for voting by ballot may be withdrawn by the proposer.

Article 49 If the matter requiring voting by ballot is the election of the meeting chairperson or the suspension of the meeting, a vote shall be taken immediately. In respect of other matters requiring a poll, the chairperson shall decide when to hold a voting, and the meeting may proceed to discuss other matters, provided that the result of the voting shall be deemed to be a resolution passed at that meeting.

Article 50 On a voting by ballot at a meeting, a shareholder (including proxies thereof) entitled to two or more votes does not need to cast all his/her votes for, against, or abstain.

Article 51 In the event of a tie between for and against, the chairperson of the meeting is entitled to one additional vote.

Article 52 The following matters shall be resolved by way of ordinary resolution of the general meeting:

- (I) work reports of the Board;
- (II) profit distribution proposals and proposals for making up losses formulated by the Board;

- (III) appointment and dismissal of the members of the Board, their remuneration and the method of payment of the remuneration;
- (IV) other matters not otherwise required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association to be passed by special resolutions.

Article 53 The following matters shall be resolved by way of special resolution of the general meeting:

- (I) increase or reduction of the Company's registered capital, issuance of any class of shares, options and other similar types of securities;
- (II) issuance of corporate bonds by the Company;
- (III) division, merger, dissolution and liquidation of the Company;
- (IV) change of organizational form of the Company;
- (V) purchase and disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company;
- (VI) amendments to the Articles of Association;
- (VII) equity incentive schemes;
- (VIII) other matters required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the general meeting, may have a significant impact on the Company and shall be adopted by way of a special resolution;
- (IX) other matters required by Hong Kong Listing Rules that shall be adopted by way of a special resolution.

Article 54 When votes are cast on proposals at the general meeting, shareholder representatives and connected persons appointed pursuant to the Hong Kong Listing Rules shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.

Article 55 The chairperson of the meeting shall announce whether a resolution of the general meeting has been passed pursuant to voting results, which shall be announced at the meeting and recorded in the minutes. The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the Company's domicile.

Article 56 The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain. Save for the circumstance under which the securities registration and clearing institution acting as the nominal holder of shares under the Stock Connect Between the Mainland China and Hong Kong makes declaration in accordance with the intentions of the de facto holders of relevant shares.

An unfilled, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as "abstain".

Article 57 The method and procedure for nomination of Directors to be elected at a general meeting are as follows:

- (I) shareholder(s) severally or jointly holding more than 1% of the issued voting shares of the Company may propose in writing Director candidates to the general meeting, but the number of nominees shall comply with the Articles of Association and shall not exceed the number of Directors or supervisors to be elected. The proposals proposed by shareholders to the Company shall be submitted to the Company at least 7 days before convening the general meeting.
- (II) Directors may propose a list of Director candidates as per the number specified in the Articles of Association and the number of the Directors to be elected and submit it to the Board of Directors for examination. After the Board of Directors has examined the list and resolved on the candidates of Directors, they shall submit the results to the general meeting through written proposal.
- (III) the written notice of the intention to nominate Director candidates and the nominee's will to accept the nomination, as well as relevant written documents about the information of the nominee shall be submitted to the Company at least 7 prior to the date of convening the general meeting (The 7-day notice period shall start no earlier than the next day after the issue of the notice of the meeting for such election designated and end no later than 7 days prior to the general meeting). The Board of Directors shall provide shareholders with the brief biographies and background information of the Director candidates.

(IV) the period given by the Company to nominate Director candidates and nominees for submitting the aforesaid notice and documents (the period shall be calculated from the day following the date of serving the notice of general meeting) shall be no less than 7 days.

(V) each Director candidate shall be voted on separately at the general meeting.

In the event of a temporary vacancy of Director, the Board of Directors shall propose to elect or replace one at the general meeting.

Article 58 If the chairperson of the meeting casts any doubt on the result of a resolution put to the vote at the general meeting, he/she may have the votes counted. If the chairperson of the meeting has not counted the votes, any shareholder or proxy thereof present at the meeting who objects to the result announced by the chairperson of the meeting may, immediately after the declaration, demand that the votes be counted, and the chairperson of the meeting shall have the votes counted immediately, and the result shall be recorded in the minutes. The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the Company's domicile.

Article 59 Where a proposal on election of Directors is passed at the general meeting, the new Directors shall take office immediately after passing of the proposal on election at the general meeting and signing of confirmation of statements, unless the time for taking office is otherwise specified in the proposal on election passed at the general meeting.

Article 60 Where a proposal on the payment of cash dividends, the issue of bonus shares or the capitalization of capital reserves is passed at a general meeting, the Company shall implement the specific plans within two months after the conclusion of such general meeting.

Article 61 If any resolution of a general meeting run counter to the laws and administrative regulations, shareholders shall have the right to petition the People's Court to declare such resolution invalid.

Where the meeting convening procedure and voting method of the general meeting run counter to the laws and administrative regulations or the Articles of Association or where the content of any resolution runs counter to the Articles of Association, the shareholders may request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution, provided, however, that any such resolution shall not be invalidated due to immaterial defects in the convening procedures or voting methods of the general meeting, unless such defects are demonstrated to have materially prejudiced the outcome of the resolution.

Copies of the minutes of the meeting shall be available to any shareholder without charge for inspection during the business hours of the Company. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days after receipt of reasonable charges.

CHAPTER 8 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS

Article 62 Holders of different classes of shares are class shareholders.

Class shareholders shall enjoy rights and assume obligations pursuant to the laws, administrative regulations and the Articles of Association.

Apart from holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of the same class. If the share capital of the Company includes shares without voting rights, such shares shall be specified as “Without Voting Rights”.

If the share capital includes shares with different voting rights, each class of shares (except those with most preferential voting rights) shall be specified as “Restricted Voting Rights” or “Limited Voting Rights”.

Article 63 Any proposed change or annulment by the Company to the rights of class shareholders shall not come into effect unless approved by special resolutions at a general meeting and a separate general meeting convened by the class shareholders so affected in accordance with the Articles of Association.

Where any change in domestic and overseas laws, administrative regulations and listing rules of the place of listing or any decision made by the domestic or overseas regulatory authority gives rise to a change or annulment of the rights of class shareholders, approval by a general meeting or class meeting is unnecessary.

Upon the approval by securities regulatory authority of the State Council and consent of the Hong Kong Stock Exchange, where the holders of domestic shares of the Company transfer their shares to overseas investors and list such shares overseas, it shall not be deemed that the Company proposes to change or annul the rights of class shareholders.

Article 64 The rights of a certain class shareholder shall be deemed to have been changed or abrogated in the following conditions:

- (I) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;

- (II) conversion of all or part of the shares of such class into shares of another class, or vice versa or the grant of a right to convert;
- (III) cancellation or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;
- (IV) reduction or cancellation of a dividend preference or property distribution preference during liquidation of the Company, attached to shares of such class;
- (V) an addition, cancellation or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights of placing or rights to acquire securities of the Company attached to shares of such class;
- (VI) cancellation or reduction of rights to receive amounts payable by the Company in a particular currency attached to shares of such class;
- (VII) creation of a new class of shares with voting rights, distribution rights or other privileges which are equal or superior to those of the shares of such class;
- (VIII) imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;
- (IX) issue of rights to subscribe for, or convert into, shares of such class or another class;
- (X) an increase in the rights and privileges of shares of another class;
- (XI) restructuring of the Company which causes shareholders of different classes to bear liability on a disproportionate basis during the restructuring;
- (XII) an amendment or cancellation of any provision of this chapter.

Article 65 Where matters specified in (II) to (VIII), (XI) to (XII) of Article 64 of the Articles of Association are involved, the affected class shareholders, whether or not they are entitled to vote at general meeting originally, shall have the right to vote at class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings.

Interested shareholders as specified in the preceding paragraph refer to:

- (I) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on the Hong Kong Stock Exchange in accordance with Article 26 of the Articles of Association, the controlling shareholders as defined in Article 57 of the Articles of Association shall be “interested shareholders”;

- (II) if the Company has repurchased its own shares by an agreement outside the Hong Kong Stock Exchange in accordance with Article 26 of the Articles of Association, shareholders in relation to such an agreement shall be “interested shareholders”;
- (III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest that is different from the interest of other shareholders of the same class shall be “interested shareholders”.

Article 66 Resolutions of a class meeting shall be approved by votes representing more than two thirds of voting rights of shareholders of that class present at the meeting who, in accordance with Article 65 of the Rules, are entitled to vote at the meeting.

Article 67 The written notice of class meeting of the Company shall be served 15 days prior to the date of the meeting (excluding the date of serving the notice and the date of the meeting) to inform all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting.

Where the listing rules of the place where the Company’s shares are listed have special provisions, such provisions shall apply.

Article 68 Notice of class meetings needs to be delivered only to the shareholders who are entitled to vote thereat. The procedures pursuant to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a general meeting is held. Provisions of the Articles of Association and the Rules in relation to procedures for the holding of a general meeting shall be applicable to class meetings.

CHAPTER 9 SUPPLEMENTARY PROVISIONS

Article 69 Save as otherwise specified, the terms used in the Rules shall have the same meaning as set forth in the Articles of Association.

Article 70 In the event of any matters not covered in the Rules or in conflict with the provisions of the Articles of Association, the provisions of the Articles of Association shall prevail. In the event of any inconsistency with the laws and administrative regulations as promulgated from time to time, other relevant normative documents and regulatory rules of the stock exchange in the place where the Company’s shares are listed, the provisions of laws, administrative regulations, other relevant normative documents and listing rules of the stock exchange in the place where the Company’s shares are listed shall prevail.

Article 71 The Rules shall take effect from the date of approval by the general meeting of the Company.

Article 72 In respect of amendment to the Rules, the Board of Directors shall propose an amendment draft and submit the same to the general meeting for consideration and approval.

Article 73 The terms “above”, “within”, as stated in the Rules, shall all include the given figure; the terms “exceed”, “less than”, “more than” shall all exclude the given figure.

Article 74 The Board shall be responsible for interpretation of the Rules.

Shanghai REFIRE Group Limited

SHANGHAI REFIRE GROUP LIMITED
RULES FOR THE MANAGEMENT OF CONNECTED TRANSACTIONS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve the governance structure of Shanghai REFIRE Group Limited (the “**Company**”) and regulate its connected transactions, these Rules were formulated in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”), the Guidelines for the Articles of Association of Listed Companies, the Articles of Association of Shanghai REFIRE Group Limited (“**Articles of Association**”) and other relevant laws, administrative regulations, rules and regulatory requirements. Words and expressions indicated in quotation marks in these Rules shall have the same meanings as ascribed to them under the Hong Kong Listing Rules.

Article 2 These Rules are applicable to the Company and all of its subsidiaries.

Article 3 Connected transactions shall be in compliance with relevant laws, regulations, departmental rules, the Hong Kong Listing Rules and regulatory requirements of relevant regulatory departments, and be in conformity with the principles of compliance, integrity and fairness.

Connected transactions shall be conducted on “normal commercial terms or better”. The Company must enter into a written agreement or legally binding written document with the connected person(s) for all connected transactions, the terms of which shall be fair and reasonable and in the interests of the Company and its shareholders as a whole.

Article 4 These Rules do not constitute an exhaustive reflection of all requirements pertaining to connected transactions under relevant laws, regulations, and the Hong Kong Listing Rules. Personnel responsible for connected transactions shall manage such transactions in accordance with the provisions of relevant laws, regulations, rules, regulatory requirements and the specific requirements under the Hong Kong Listing Rules. The Company shall conduct its connected transactions accordingly.

CHAPTER 2 DEFINITION OF CONNECTED PERSONS

Article 5 A connected person of the Company shall mean:

- (I) a director, chief executive or “substantial shareholder”¹ of the Company and any of its “subsidiaries”;

¹ “substantial shareholder”: in relation to a company means a person (including a holder of depositary receipts) who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the company, provided always that a depositary shall not be a substantial shareholder merely by reason of the fact that it is holding shares of the issuer for the benefit of the holders of depositary receipts.

- (II) any person who was a director of the Company or any of its “subsidiaries” in the last 12 months;
- (III) a supervisor of “subsidiaries”;
- (IV) an “associate”² of the persons mentioned in (I) to (III) above;
- (V) a non-wholly owned subsidiary of the Company where any connected person(s) at the company level as set out in paragraphs (I), (II), (III) and (IV) above (except for those at “subsidiary” level), is entitled to, individually or together, exercise or control the exercise of 10% or more of the voting rights at any general meeting of the non-wholly owned subsidiary (this 10% excludes any indirect interest in the subsidiary which is held by the connected person(s) through the Company);
- (VI) any “subsidiary” of a non-wholly owned subsidiary referred to in paragraph (V) above (the connected person(s) as specified in paragraphs (V) and (VI) collectively referred to as the “connected subsidiary(ies)”); and

2 An “associate” of a **connected person who is an individual** includes: (1) his spouse; his (or his spouse’s) child or step-child, natural or adopted, under the age of 18 years (an “immediate family member”); (2) the trustees, acting in their capacity as trustees of any trust of which the individual or his immediate family member is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object (other than a trust which is an employees’ share scheme or occupational pension scheme established for a wide scope of participants and the connected persons’ aggregate interests in the scheme are less than 30%) (the “trustees”); or (3) a 30%-controlled company held, directly or indirectly, by the individual, his immediate family members and/or the trustees (individually or together), or any of its subsidiaries; or (4) a person cohabiting with him as a spouse, or his child, step-child, parent, stepparent, brother, step-brother, sister or step-sister (a “family member”); or (5) a majority-controlled company held, directly or indirectly, by the family members (individually or together), or held by the family members together with the individual, his immediate family members and/or the trustees, or any of its subsidiaries. For PRC issuers only, a person’s associates also include any joint venture partner of a cooperative or contractual joint venture (whether or not it is a separate legal entity) where the person (being an individual), his immediate family members and/or the trustees together directly or indirectly hold 30% (or an amount that would trigger a mandatory general offer or establish legal or management control over a business enterprise under the PRC law) or more in the joint venture’s capital or assets contributions, or the contractual share of its profits or other income.

An “associate” of a **connected person which is a company** includes: (1) its subsidiary or holding company, or a fellow subsidiary of the holding company; (2) the trustees, acting in their capacity as trustees of any trust of which the company is a beneficiary or, in the case of a discretionary trust, is (to its knowledge) a discretionary object (the “trustees”); or (3) a 30%-controlled company held, directly or indirectly, by the company, the companies referred to above, and/or the trustees (individually or together), or any of its subsidiaries. For PRC issuers only, a person’s associates also include any joint venture partner of a cooperative or contractual joint venture (whether or not it is a separate legal entity) where the person (being a company), any company which is its subsidiary or holding company or a fellow subsidiary of the holding company, and/or the trustees together directly or indirectly hold 30% (or an amount that would trigger a mandatory general offer or establish legal or management control over a business enterprise under the PRC law) or more in the joint venture’s capital or assets contributions, or the contractual share of its profits or other income.

A 30%-controlled company held by a person will not be regarded as his or its associate if the person’s and his or its associates’ interests in the company, other than those indirectly held through the listed issuer’s group, are together less than 10%.

- (VII) any person recognized as a connected person by The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), or any other connected person as may be prescribed under the Hong Kong Listing Rules from time to time.

CHAPTER 3 DEFINITION AND CATEGORY OF CONNECTED TRANSACTIONS

Article 6 The Company’s connected transactions are transactions of the Company and its subsidiaries with connected persons, or specified categories of transactions with third parties that may confer benefits on connected persons through their interests in the entities involved in the transactions. Connected transactions include one-off connected transactions or continuing connected transactions. “Continuing connected transactions” are connected transactions involving the provision of goods or services or financial assistance, which are carried out on a continuing or recurring basis and are expected to extend over a period of time. They are usually transactions in the ordinary and usual course of business of the Company and its subsidiaries.

Article 7 Depending on the required reporting, announcement, or independent shareholders’ approval procedures to be performed, connected Transactions are categorized as fully exempt connected transactions, partially exempt connected transactions, and non-exempt connected transactions.

Article 8 The Hong Kong Stock Exchange will aggregate a series of connected transactions and treat them as if they were one transaction if they were all entered into or completed within a 12-month period or are otherwise related. In these cases, the Company must comply with the applicable connected transaction requirements based on the classification of the connected transactions when aggregated.

Factors that the Hong Kong Stock Exchange will consider for aggregation of a series of connected transactions include whether:

- (I) they are entered into by the Company and its subsidiaries with the same party, or parties who are connected with one another;
- (II) they involve the acquisition or disposal of securities or interests in a company or group of companies;
- (III) they involve the acquisition or disposal of parts of one asset; or
- (IV) they together lead to substantial involvement by the Company and its subsidiaries in a new business activity.

The Hong Kong Stock Exchange has the right to aggregate all continuing connected transactions with a connected person to determine the classification of the aggregated transactions.

CHAPTER 4 FULLY-EXEMPT CONNECTED TRANSACTIONS

Article 9 Fully-exempt connected transactions refer to connected transactions that are fully exempt from shareholders' approval, annual review and all disclosure requirements.

Article 10 The following types of connected transactions are fully exempt connected transactions (as stipulated under the Hong Kong Listing Rules):

- (I) “de minimis transactions”;
- (II) “issues of new securities by the Company or its subsidiary”;
- (III) “dealings in securities on stock exchanges”;
- (IV) “repurchases of securities by the Company or its subsidiary”;
- (V) “directors’ service contracts and insurance”;
- (VI) “buying or selling of consumer goods or services”;
- (VII) “sharing of administrative services”;
- (VIII) “transactions with associates of passive investors”;
- (IX) “transactions with connected persons at the subsidiary level”;
- (X) financial assistance that meets specific conditions;
- (XI) other fully exempt connected transactions as stipulated under the Hong Kong Listing Rules as amended from time to time, or particular transactions granted full exemption by the stock exchanges of the places where the Company’s shares are listed.

The “de minimis transactions” set out in paragraph (I) above refer to connected transactions (other than “an issue of new securities” by the Company to connected persons) conducted on normal commercial terms or better, and all the percentage ratios of the transactions (including the assets ratio, revenue ratio, consideration ratio, and equity capital ratio, where applicable, but excluding the profits ratio) calculated under the size test(s) as required by the Hong Kong Listing Rules are:

- (I) less than 0.1%;
- (II) less than 1% and the transaction is a connected transaction only because it involves “connected person(s)” at the “subsidiary” level; or

- (III) less than 5% and the total consideration (or in the case of any “financial assistance”, the total value of the “financial assistance” plus any monetary advantage to the connected person or commonly held entity) is less than HK\$3,000,000.

Article 11 The following connected transactions are classified as fully exempt “financial assistance”:

- (I) Financial assistance provided by the Company or its “subsidiary” to a “connected person” or “commonly held entity”³ is fully exempt if it is conducted:
- (1) on normal commercial terms or better; and
 - (2) in proportion to the equity interest directly held by the Company or its “subsidiary” in the “connected person” or the “commonly held entity”. Any guarantee given by the Company or its “subsidiary” must be on a several (and not a joint and several) basis.
- (II) Financial assistance received by the Company or its “subsidiary” from a “connected person” or “commonly held entity” is fully exempt if:
- (1) it is conducted on normal commercial terms or better; and
 - (2) it is not secured by the assets of the Company or its “subsidiary”.

CHAPTER 5 PARTIALLY EXEMPT CONNECTED TRANSACTIONS

Article 12 Partially exempt connected transactions refer to connected transactions that are exempt from complying with the approval requirements for “independent shareholders”, but are subject to relevant requirements regarding reporting and announcement.

Partially exempt “one-off connected transactions” shall comply with the announcement principles in paragraph (I) of Article 15 and the reporting principles in paragraph (V) of Article 15.

Partially exempt “continuing connected transaction” shall comply with the announcement principles in paragraph (I) of Article 15, the reporting principles in paragraph (5) of Article 15, and the treatment principles for non-exempt “continuing connected transaction” in paragraphs (I), (II), (IV) and (VI) of Article 16.

³ A “commonly held entity” is a company whose shareholders include: (1) a member of the listed issuer’s group; and (2) any connected person(s) at the issuer level who, individually or together, can exercise or control the exercise of 10% or more of the voting power at the company’s general meeting. This 10% excludes any indirect interest held by the person(s) through the listed issuer.

Partially exempt “financial assistance” shall follow the treatment principles for partially exempt one-off connected transactions or partially exempt “continuing connected transactions”, depending on whether they are one-off or continuing connected transactions.

Article 13 Connected transactions (other than “an issue of new securities” by the Company to connected persons) conducted on “normal commercial terms or better” where all the percentage ratios of the transactions (including the assets ratio, revenue ratio, consideration ratio, and equity capital ratio, where applicable, but excluding the profits ratio) required by the Hong Kong Listing Rules for the size test falls within one of the following thresholds, are partially exempt connected transactions:

- (I) less than 5%; or
- (II) equal to or above 5% but below 25%, and the total consideration (or in the case of any financial assistance, the total value of the financial assistance plus any monetary advantage to the connected person or commonly held entity) is less than HK\$10,000,000.

CHAPTER 6 NON-EXEMPT CONNECTED TRANSACTIONS

Article 14 Non-exempt connected transactions refer to any connected transactions that do not fall under or exceed the thresholds prescribed under Chapter 4 and Chapter 5 hereof, and such transactions shall be subject to the requirements for reporting, announcement and “independent shareholders” approval.

Article 15 Non-exempt one-off connected transactions shall be subject to the following treatment principles:

- (I) Approval from the Board of the Company must be obtained first. After approval, the principle of publication of the announcement is as follows: an announcement will be published on the website of the Hong Kong Stock Exchange in accordance with the requirements of the Hong Kong Listing Rules to disclose the relevant information after the terms of the transaction have been agreed. The announcement shall contain the relevant content required by the Hong Kong Listing Rules from time to time.
- (II) After approval by the Board and publication of the announcement, an independent financial adviser shall confirm that the connected transaction is fair and reasonable, on normal commercial terms or better in the ordinary and usual course of business of the Company or its “subsidiary”, and in the interests of the Company and all shareholders as a whole, and submit this opinion to the independent Board committee for review. The independent Board committee shall then convene a separate meeting to confirm that the connected transaction is fair and reasonable, on normal commercial terms or better in the ordinary and usual course of business of the Company or its “subsidiary”, and in the interests of the Company and all

shareholders as a whole. If there are dissenting opinions among the independent non-executive directors, both the majority and minority opinions shall be listed. The aforesaid opinions of the independent financial adviser and the independent Board committee shall be included in the shareholders' circular to be dispatched to shareholders.

- (III) Within 15 business days after the publication of the announcement, the circular shall be dispatched to shareholders (if it exceeds 15 business days, the reason should be disclosed in accordance with the requirements of the Hong Kong Listing Rules). Before dispatching the circular to shareholders, a draft of the circular shall be submitted to the Hong Kong Stock Exchange for review, and then the circular confirmed by the Hong Kong Stock Exchange to comply with the Listing Rules shall be dispatched to shareholders. The circular shall be available in both Chinese and English versions; any amendment or supplement to circulars and/or provision of relevant information should be dispatched to shareholders no less than 10 business days prior to the general meeting.
- (IV) Submission of the connected transaction to the general meeting for consideration. The connected transaction is subject to the approval by the general meeting. At such general meeting, related connected persons with a material interest must abstain from voting. A statement regarding the abstention from voting by related connected persons with a material interest shall be included in the shareholders' circular to be dispatched to shareholders. "Independent shareholder" approval shall be conducted by way of poll. The Company shall publish an announcement of the poll results on the same day or before market opening on the first business day after the meeting.
- (V) Reporting. The principles of treatment are as follows: disclosure of details of the transaction as stipulated by the Hong Kong Listing Rules from time to time in the first annual report and accounts after the connected transaction.

Article 16 Non-exempt "continuing connected transactions" shall be dealt with on the following principles:

- (I) A "maximum annual cap" shall be set in respect of each connected transaction and its calculation basis shall be disclosed.
- (II) A written agreement shall be entered into with the connected person(s) for each connected transaction. The content of the agreement shall reflect "normal commercial terms or better" and list the basis for calculating payment amounts. The term of the agreement shall be fixed and shall not exceed three years. Where the nature of the transaction requires the agreement to have a duration longer than three years, it is required to obtain a confirmation in writing from the independent financial adviser.

- (III) Reporting, announcement, and “independent shareholders” approval shall be performed after the Company’s listing, and approval shall be obtained in accordance with the Company’s internal authorization procedures.
- (IV) Relevant provisions in Section 4 under Chapter 7 of these Rules regarding the annual review of continuing connected transactions shall be complied with.
- (V) If the Company has entered into an agreement involving continuing connected transactions, and such transactions subsequently become continuing connected transactions (for any reason, e.g., one of the parties to the transactions becomes a director of the Company), the Company shall, as soon as it becomes aware of such changes, fully comply with all applicable reporting, announcement, and “independent shareholders” approval requirements under Chapter 14A of the Hong Kong Listing Rules, and comply with all requirements applicable to connected transactions upon any update of or amendment to the terms of the agreement.
- (VI) For any continuing connected transactions, the Company must re-comply with the reporting, announcement, and “independent shareholders” approval procedures stipulated in these Rules in the following circumstances:
 - (1) if the cap determined in paragraph (I) of this Article is exceeded; or
 - (2) when the relevant agreement is proposed to be renewed or there is a material amendment to the terms of the agreement.

CHAPTER 7 MANAGEMENT OF CONNECTED TRANSACTIONS

Section 1 Approving Authorities of Connected Transactions

Article 17 All connected transactions shall be submitted to the Company’s Securities Department in accordance with the provisions of these Administrative Rules, and then the Securities Department shall determine the approval authority based on the transaction amount and nature, and arrange for approval as follows:

- (I) Transactions that are partially exempt connected transactions and non-exempt connected transactions under relevant provisions shall be submitted to the Board for consideration and approval;
- (II) Transactions that are required to be approved by the general meeting and “independent shareholder” under relevant provisions, shall first be approved by the Board and then submitted to the general meeting for consideration and approval. For connected transactions that require “independent shareholders” approval, a general meeting shall be convened for voting;

(III) Fully exempt connected transactions shall be approved by the secretary to the Board and the chief executive officer.

When voting or making any decision on a connected transaction, the persons who have a connected relationship with such transaction and have a right to vote or make any decision shall abstain from voting or making any decision.

For connected transactions that are required to be disclosed under relevant provisions, the Securities Department shall be responsible for disclosing relevant matters.

Article 18 The approvals referred to in these Rules pertain solely to the management requirements for connected transactions. Any additional approvals required under other management regulations, such as those relating to business operations, legal affairs, or finance, shall continue to be implemented and handled in accordance with the relevant provisions.

Section 2 Reporting of Connected Persons and Connected Transactions

Article 19 The Securities Department is responsible for the management of connected persons, the identification and review of connected persons and connected transactions, the compilation and ongoing maintenance of the register of connected persons, the organization of the decision-making procedures of the general meeting and the Board in respect of connected transactions, information disclosure of connected transactions, and applications for disclosure exemptions.

The Finance Department is responsible for the management of connected persons arising from equity relationships, the accounting records, bookkeeping, reporting, and statistical analysis of connected transactions, and submitting such information to the Internal Audit Department.

Other departments and personnel of the Company shall promptly report to the Internal Audit Department and the Securities Department any information they become aware of that may involve connected persons.

The relevant functional departments of the Company are responsible for assessing and explaining connected transactions within their respective scopes of duties, drafting connected transaction agreements, as well as monitoring and reporting the progress of such transactions.

Article 20 Directors, senior management personnel, shareholders holding more than 10% of shares, the actual controller of the Company, and their concert parties shall promptly notify the Securities Department of the Company of their connected relationship with the Company, and shall report such change on a timely basis when the information about relevant connected persons changes.

The departments, subsidiaries and branches of the Company shall submit information regarding connected persons of the Company resulting from their direct transactions to the Securities Department of the Company in a timely manner, and report such change on a timely basis when the information about relevant connected persons changes.

The Securities Department of the Company shall, on a semi-annual basis, issue inquiry letters to the parties specified in the first paragraph of this Article regarding any changes in connected persons.

Article 21 The Securities Department of the Company shall summarize the information received regarding connected persons in a timely manner and distribute an updated list of connected persons to relevant business departments and units as needed.

The Securities Department shall also distribute the latest list of connected persons to relevant business departments and units on a semi-annual basis.

Article 22 All relevant business departments and units shall identify transactions based on the definition of connected transactions under these Rules and relevant laws and regulations, as well as the list of connected persons issued from time to time by the Company's Securities Department, and shall fulfil the following procedures:

- (I) Prior to entering into a transaction, they shall conduct adequate background checks on the counterparty. If necessary, they shall conduct due diligence to verify the background of the counterparty and examine, step by step, whether there is any connected relationship between the counterparty's actual controller and the Company, to determine whether the counterparty is a connected person of the Company. If any connected person not included in the list or any changes to the connected person are identified, such information shall be promptly reported to the Securities Department.
- (II) If the counterparty is listed as a connected person, the transaction shall be submitted to the Internal Audit Department for review. The information or materials submitted shall include, but not be limited to: basis for determining the transaction price, prevailing market prices for similar transactions, draft transaction contracts and proposed contract term, as well as other information that may be required under the Hong Kong Listing Rules from time to time.
- (III) The Internal Audit Department shall review the materials of connected transactions submitted, conduct relevant data analysis, and submit the transaction materials and analysis results to the Securities Department.

- (IV) The Securities Department shall submit the transaction for approval to the Board/general meeting or to the secretary to the Board and chief executive officer, in accordance with the provisions of these Rules, and shall disclose or report the connected transaction externally in a timely manner, where applicable.
- (V) The Internal Audit Department or Securities Department may, depending on the circumstances, request relevant business departments to provide additional information or submit confirmation letters, confirming that the Company would also enter into a similar transaction with other independent third parties under comparable terms. Without completing the approval procedures as required by these Rules, no individual, department, branch, or subsidiary of the Company shall independently sign any agreement involving a connected transaction or carry out the transaction.

Article 23 The heads of all business departments and units shall be responsible for connected transactions initiated by their respective departments.

Article 24 All departments and units shall monitor the implementation of connected transactions, verify or arrange verification of the nature, amount, type, and others of such transactions to ensure compliance with approved limits and other terms. Furthermore, they shall ensure that no connected transactions are conducted by their respective departments or units until all approval procedures stipulated in these Rules have been completed.

Article 25 If any department and branch/subsidiary identifies any discrepancy or potential discrepancy between the actual amount and type of a connected transaction and the approved amount in the course of execution, it shall immediately report such discrepancy to the Internal Audit Department. The Internal Audit Department and the Securities Department shall then arrange for a review and obtain proper approval in accordance with these Rules before the transaction amount or type may be adjusted and the transaction may proceed in accordance with the approved changes. Otherwise, the transaction must be strictly carried out in accordance with the previously approved amount and terms.

Section 3 Pricing Policies of Connected Transactions

Article 26 For connected transactions involving the purchase of products or services by the Company or its subsidiaries from connected persons, the relevant departments of the Company shall compare the quotations provided by the connected persons with prevailing market prices and conduct market inquiries with independent third parties to ensure that such quotations are not higher than the prices offered by independent third parties for similar products or services.

Where there are no comparable market prices, the Company shall negotiate with the connected persons on an arm's length basis, taking into account the cost of the products involved or the value and actual cost of the services, in order to determine a reasonable profit margin.

Article 27 For connected transactions involving the provision of products or services by the Company or its subsidiaries to connected persons, the relevant business departments of the Company shall regularly conduct market analysis for specific products or services, assess the reasonableness of pricing based on the latest market information, and provide pricing recommendations or suggestions for price adjustments.

Article 28 The relevant business departments and other related departments of the Company shall conduct a thorough assessment of the necessity and reasonableness of the connected transactions, and submit them to the Company's Securities Department for approval pursuant to these Rules.

Section 4 Monitoring and Audit Supervision of Connected Transactions

Article 29 The Finance Department of the Company shall, within 15 days after the end of each quarter, compile the cumulative transaction amount with each connected party up to the end of that quarter, and submit it to the Internal Audit Department of the Company for review. The Internal Audit Department shall compile the cumulative capital amount with each connected party for the current year. If the compilation and estimation of the amount incurred of a continuing connected transaction for future years indicates that any of the percentage ratios (including assets ratio, revenue ratio, consideration ratio and equity capital ratio, where applicable, but excluding the profits ratio) in respect of such transaction may exceed 0.1%, the Company shall determine whether such transaction is subject to reasonable disclosure and approval by the Board or the general meeting.

Article 30 When indicators show that the amount incurred of a continuing connected transaction is approaching the regulatory ceiling, the Internal Audit Department shall promptly report to the Securities Department, which shall in turn report to the Board in a timely manner. If the continuing connected transaction exceeds the maximum annual cap, the Company must re-comply with the relevant reporting, announcement, and "independent shareholders" approval requirements as required by the Hong Kong Stock Exchange.

Article 31 The independent non-executive directors of the Company shall review the "continuing connected transactions" each year, and confirm in the annual report and accounts that:

- (I) the connected transactions are entered into in the "ordinary course of business" of the Company and its subsidiary;

- (II) the connected transactions have been conducted either on “normal commercial terms” or, if there are not sufficient comparable transactions to judge whether the terms of such transactions are on “normal commercial terms”, on terms no less favorable to the Company than terms available to or from (as the case may be) independent third parties; and
- (III) the connected transactions have been conducted in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Article 32 The auditors of the Company shall review continuing connected transactions each year, and provide a confirmation letter to the Board of the Company (with a copy provided to the Hong Kong Stock Exchange at least 10 business days prior to the bulk printing of the Company’s annual report), to confirm that the continuing connected transactions:

- (I) have been approved by the Board of the Company;
- (II) are conducted in all material aspects in accordance with the pricing policies of the Company and its subsidiary if the transactions involve the provision of goods or services by the Company or its subsidiary;
- (III) have been conducted in all material aspects in accordance with the terms of the relevant agreement governing such transactions; and
- (IV) have not exceeded the cap disclosed in the previous announcement(s).

The Company shall allow, and shall procure that the counterparty to the continuing connected transactions shall allow, the auditors to access and review its accounting records for the purpose of reporting on the transactions by the auditors as set out in the Hong Kong Listing Rules. The Company’s Board must state in the annual report whether its auditors have confirmed the matters stated above in this Article.

Article 33 The Company shall promptly notify the Hong Kong Stock Exchange and publish an announcement if it knows or has reason to believe that the independent non-executive directors and/or the auditors will not be able to confirm the matters set out in Articles 31 and 32, respectively. The Hong Kong Stock Exchange may require the Company to re-comply with the requirements of reporting, announcement and independent shareholders’ approval, and any other conditions the Hong Kong Stock Exchange considers appropriate.

CHAPTER 8 LEGAL LIABILITY AND PENALTY PROVISIONS

Article 34 If a connected person of the Company conducts a connected transaction in violation of the provisions of these Rules, which causes losses to the Company, the Company and the shareholders may demand compensation or restitution from the relevant connected person, or file a suit to the people's court in accordance with laws where necessary.

Article 35 The Company shall impose penalties accordingly in accordance with the relevant provisions of laws and regulations, and departmental rules of the Company on any directors, senior management personnel, other persons directly in charge and persons responsible who have violated the relevant provisions of these Rules.

CHAPTER 9 SUPPLEMENTARY PROVISIONS

Article 36 In these Rules, the term “above” shall include the given figure; and the term “more than” shall exclude the given figure.

Article 37 Any matters not covered in these Rules shall be implemented in accordance with the relevant provisions of the laws, regulations, normative documents, the Articles of Association, the rules of securities regulatory authorities or stock exchanges of the places where the Company's securities are listed (including but not limited to the Hong Kong Listing Rules). In case of any conflict between these Rules and the laws, regulations, normative documents, the Articles of Association and the rules of securities regulatory authorities or stock exchanges of the places where the Company's securities are listed (including but not limited to the Hong Kong Listing Rules), the provisions of such laws, regulations, normative documents, the Articles of Association and the rules of securities regulatory authorities or stock exchanges of the places where the Company's securities are listed (including but not limited to the Hong Kong Listing Rules).

Article 38 Any issues arising from the day-to-day implementation of these Rules shall be interpreted by the Board.

Article 39 Any amendment and supplement to these Rules shall be subject to approval by the general meeting of the Company.

Article 40 These Rules shall come into effect and be implemented from the date of consideration and approval by the general meeting.

Article 41 Unless otherwise specified, the terms used in these Rules shall have the same meanings as those defined in the Articles of Association of the Company.

Shanghai REFIRE Group Limited

SHANGHAI REFIRE GROUP LIMITED
THE RULES FOR THE MANAGEMENT OF EXTERNAL GUARANTEES

CHAPTER 1 GENERAL PROVISIONS

Article 1 In accordance with the requirements of establishing a modern enterprise system, with a view of further improving the corporate governance structure of Shanghai Refire Group Limited (the “**Company**”), these rules is formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other relevant regulations, as well as the Articles of Association of Shanghai Refire Group Limited (the “**Articles of Association**”).

Article 2 External guarantees specified in these rules shall refer to the guarantees provided by the Company to a third party, excluding those provided by the Company to its holding subsidiaries.

Article 3 The Company exercises centralized management over external security, and unless otherwise approved by the board of directors (the “**Board**”) or the general meeting of the Company, no individual is entitled to enter into any contracts, agreements or other similar legal documents on external security in the name of the Company.

The Company’s external guarantees shall strictly comply with relevant disclosure requirements in accordance with laws, regulations, and rules of securities regulators or stock exchanges in the place where the Company’s securities are listed (including but not limited to the Listing Rules). Where external guarantees provided by the Company and its subsidiaries constitute connected transactions, the relevant provisions of the Company’s Connected Transactions Management Measures shall apply concurrently.

Article 4 The Directors and senior management of the Company shall exercise caution and strict control over liability risks associated with guarantees, and bear joint and several liability for losses arising from illegal or inappropriate external guarantees.

Article 5 External guarantees provided by the holding subsidiaries or subsidiaries actually controlled by the Company are deemed as acts of the Company, and shall be executed in accordance with these rules (the amount of the external guarantees of the subsidiaries shall be calculated according to the standards of the Company’s consolidated financial statements).

Such holding subsidiaries shall timely inform the Company of its obligations regarding information disclosure after a resolution is made by relevant decision-making bodies.

Article 6 The Company shall observe the principle of legal compliance, caution, mutual benefit and safety when providing external guarantees, and shall stringently control the guarantee risk.

Article 7 The Company shall take measures such as counter-guarantee necessary for risk control upon provision of guarantee to a third party, and the provider of the counter-guarantee shall be actually capable of honoring such undertakings.

CHAPTER 2 EXAMINATION OF THE EXTERNAL GUARANTEED PARTY

Article 8 The Company may provide a guarantee to an entity which is an independent legal person and meets one of the following criteria:

- (I) it is a mutual guarantee entity due to the business needs of the Company;
- (II) it is an entity that has an important business relationship with the Company;
- (III) it is an entity that has a potentially important business relationship with the Company;

The aforementioned entities shall have relatively strong solvency and shall meet relevant provisions of these rules.

Article 9 Notwithstanding the criteria set out in Article 8 herein, the Company may still provide guarantees to parties who do not comply with such criteria upon the approval of members of the Board or the general meeting, if the development of business relationship and partnership with such parties seeking guarantees is deemed desirable by the Company and the level of risks involved is relatively low.

Article 10 The Company shall investigate the operation and reputation of the guaranteed party, carefully analyze the financial position, operating condition, industry background and credit status of the guaranteed party, and make decisions prudently and in accordance with the law. The Company shall engage external professional institutions to assess the risks of implementing external guarantees as a basis for decision-making by the Board or the general meeting when necessary.

Article 11 Credit documents and information of a guarantee applicant shall at least include the following items:

- (I) the basic information of the company, including photocopies of the business license and the articles of association, identity proof of its legal representative, the relevant information indicating its connected relationships and other relationships with the Company;

- (II) the guarantee application letter, including but not limited to the form, duration and amount of the guarantee;
- (III) the audited financial reports in the past three years and an analysis of its solvency;
- (IV) the photocopy of the principal contracts related to the loan;
- (V) the conditions and relevant information of the counter-guarantee provided by the guarantee applicant;
- (VI) a statement declaring that it is not involved in any potential or ongoing material litigation, arbitration or administrative penalty;
- (VII) other important information.

Article 12 Based on the basic information provided by the guarantee applicant, the responsible officer shall investigate and verify the guarantee applicant's business operation, financial position, project status and credit status, as well as the prospects of the industry and then submit the application to the relevant departments for review in accordance with the contract approval procedures. Upon the approval by the division head and the chief executive officer, the relevant information shall be submitted to the Board or the general meeting for approval.

Article 13 The Board or the general meeting shall review and vote upon the submitted materials, and the voting results shall be kept in record. No guarantee shall be provided in case of any of the following circumstances or if the information provided is insufficient:

- (I) the use of capital does not comply with the laws, regulations or industry policies of the PRC;
- (II) false records or information are found in the financial and accounting documentation of the past three years;
- (III) overdue repayments or default of interest payments of bank loans for which the Company has provided a guarantee, and they remained outstanding without any effective remedial measures confirmed as at the time of the guarantee application;
- (IV) deterioration in operating conditions and reputation, with no signs of improvement;
- (V) a failure in ascertaining any valid property against which counter-guarantees are to be provided;
- (VI) other circumstances under which the Board or the general meeting deems that a guarantee shall not be provided.

Article 14 The counter-guarantee or other effective risk-control measures provided by the guarantee applicant shall match the guaranteed amount. No guarantee shall be provided to the guarantee applicant if the property pledged by the guarantee applicant as counter-guarantee is prohibited by the laws and regulations against free transfer or otherwise non-negotiable.

CHAPTER 3 EXAMINATION AND APPROVAL PROCEDURES FOR EXTERNAL GUARANTEES

Article 15 External guarantees provided by the Company must be reviewed by the Board or the general meeting. No external guarantee shall be provided by the Company without the approval of the Board or the general meeting.

Article 16 When the Board considers the external guarantees, the approval of more than two-thirds of all Directors is required.

Article 17 The following external guarantees subject to approval by the general meeting must be reviewed and approved by the Board before being submitted to the general meeting for approval (excluding the guarantees provided by the Company to its majority-owned subsidiaries):

- (I) any guarantee provided after the total external guarantee amount of the Company and its majority-owned subsidiaries exceeds 50% of the Company's latest audited net assets;
- (II) any guarantee provided after the total external guarantee amount of the Company reaches or exceeds 30% of the Company's latest audited net assets;
- (III) the guarantee provided to the guaranteed party whose debt-to-asset ratio exceeds 70%;
- (IV) a single guarantee with an amount exceeding 10% of the Company's latest audited net assets;
- (V) any guarantee with an aggregate amount accumulated for 12 consecutive months exceeding 30% of the Company's latest audited total assets;
- (VI) any guarantee with an aggregate amount accumulated for 12 consecutive months exceeding 50% of the Company's latest audited net assets, and exceeding RMB30 million in absolute value;
- (VII) the guarantee provided to shareholders, de facto controllers and their connected persons;
- (VIII) other guarantees as prescribed by laws, regulations, normative documents, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

When the guarantee specified in item (V) above is considered at the general meeting, it shall be approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting.

Article 18 The Board of the Company considers and approves the external guarantees other than those required to be submitted to the general meeting for approval in accordance with the laws, administrative regulations, departmental rules, the Listing Rules, or the Articles of Association.

Article 19 In respect of matters relating to the approval procedures for external guarantees, notwithstanding the above, if the applicable laws, regulations, rules of securities regulatory authorities of the place where the securities of the Company are listed or the rules of the stock exchange (including but not limited to the Listing Rules), the Articles of Association or the relevant regulatory authorities require the matters relating to the Company's external guarantees to be approved by the general meeting, such matters must be submitted to the general meeting of the Company for approval.

Article 20 Where necessary, the Company may engage an external professional organization to evaluate the risks relating to the implementation of external guarantees, and such evaluation shall form the basis of decision-making for the Board or the general meeting.

Article 21 The Company shall enter into a guarantee contract in respect of external guarantees in writing. If the guaranteed party provides a counter-guarantee, the Company shall enter into a written counter-guarantee contract with the guaranteed party. The guarantee contract and counter-guarantee contract shall have the contents required by the Civil Code of the People's Republic of China and other laws and regulations.

Article 22 The guarantee contracts shall at least include the following particulars:

- (I) the category and amount of the principal creditor's right to be guaranteed;
- (II) the term for the debtor to settle his/her debt;
- (III) the form of guarantee;
- (IV) the scope of guarantee;
- (V) the term of guarantee;
- (VI) such other matters deemed as necessary to be agreed upon by both parties.

Article 23 Before signing a guarantee contract, the person in charge shall comprehensively and diligently review the signees and relevant particulars of the principal contract, the guarantee contract and the counter-guarantee contract. The person in charge shall request the relevant party to revise clauses which contravene the laws, regulations, the Articles of Association and relevant resolutions of the Board or the general meeting and which impose unreasonable obligations on the Company or terms involving unpredictable risks. If such party refuses to revise these clauses, the person in charge shall decline to provide a guarantee for such party and report to the Board or the general meeting of the Company.

Article 24 The legal representative or other personnel legally authorized may sign guarantee contracts on behalf of the Company pursuant to the resolutions of the Board or the general meeting. No individual is entitled to sign guarantee contracts on behalf of the Company without the approval and authorization by resolution of the general meeting or the Board in accordance with the provisions of these rules. The person in charge shall not sign guarantee contracts or act as the guarantor to sign or seal principal contracts which are beyond his/her authorization.

Article 25 The Company may enter into mutual guarantee agreements with a corporate legal person who meets the conditions specified in these rules. The person in charge shall, in a timely manner, require such corporate legal person to provide authentic financial and accounting statements and other materials that reflect its solvency.

Article 26 Upon receipt of a counter-guarantee mortgage or a counter-guarantee pledge, relevant departments of the Company shall complete relevant legal procedures, especially the timely registration of such mortgage or pledge and other procedures.

Article 27 If a debt secured by the Company needs to be extended upon maturity and needs the Company to continue to provide a guarantee, such guarantee shall be deemed as a new external guarantee and undergo the relevant examination and approval procedures of guarantees.

CHAPTER 4 MANAGEMENT OF EXTERNAL GUARANTEE

Article 28 External guarantees shall be managed by the financial department.

Article 29 The major duties of the Company's financial department are as follows:

- (I) to investigate and evaluate the credit status of the guaranteed entity;
- (II) to complete the formalities for the guarantee procedures;

- (III) to duly keep track of, inspect and monitor the guaranteed entity after external guarantees are provided;
- (IV) to diligently implement document archiving and management procedures of the guaranteed entity;
- (V) to disclose all external guarantees to the Company's auditor promptly and truthfully in accordance with applicable regulations;
- (VI) to handle other matters related to the guarantee.

Article 30 The Company shall exercise due diligence in managing guarantee contracts and related original documentation, conduct periodic reviews and verifications, reconcile records regularly with banks and relevant institutions, ensure the completeness, accuracy, and validity of archived materials, and monitor the validity periods of guarantee instruments.

During the course of contract management, the Company shall report to the Board and the Audit Committee in a timely manner upon identification of any improper contracts that have not been approved in accordance with the examination procedures of the Board or the general meeting.

Article 31 The Company shall assign a specific officer to monitor the condition of the guaranteed party continuously, gather the latest audited financial information and audit report of the guaranteed party, analyze regularly its financial position and solvency, and monitor its production and operation, assets and liabilities, external guarantees, division and merger and changes of legal representatives etc.

The relevant responsible officer shall report to the Board in a timely manner once any significant issues, such as serious deterioration of the business operation, dissolution or division of the guaranteed party, come to his/her attention. The Board is obliged to adopt effective measures to minimize the losses.

Article 32 In the event that the guaranteed party to which the Company provides guarantee fails to honor the obligation to repay debts upon maturity, or such guaranteed party becomes bankrupt or goes into liquidation or the creditors claim against the Company for performance of the guarantee obligations, the Company's responsible departments shall inquire the condition of the debt repayment of the guaranteed party in a timely manner, be prepared to initiate the counter-guarantee claim procedures and simultaneously report such matter to the secretary to the Board, who shall inform the Board of the same promptly.

Article 33 In the event that the guarantee fails to fulfil its contractual obligations and its creditor requests the Company to fulfil its guarantee obligation, the Company's responsible departments shall initiate the counter-guarantee claim procedures instantly and simultaneously report such matter to the secretary to the Board, who shall inform the Board of the same promptly.

Article 34 After fulfilling its guarantee obligation for the debtor, the Company shall adopt effective measures to demand compensation from the debtor. The Company's responsible departments shall report the claim issue to the secretary to the Board, who shall inform the Board of the same promptly.

Article 35 If it becomes evident to the Company that the guaranteed party has become or is likely to become insolvent, the Company shall adopt necessary measures promptly for effective risk control. If malicious collusion between the creditor and the debtor that impairs the Company's interests is found, the Company shall take prompt measures, such as requesting confirmation of the nullification of the guarantee contract. The Company shall claim against the guarantee promptly for any financial losses due to the default of the guaranteed party.

Article 36 In response to other potential risks, the financial department shall adopt effective measures and propose corresponding measures for review by the division head, who shall then submit such measures to the Board of the Company, as the case may be.

Article 37 If the Company acts as one of the guarantors of a debt that has been guaranteed by more than two guarantors, and it is agreed that the guarantors shall take their respective guarantee obligations in proportion, it shall refuse to undertake any guarantee obligation beyond the agreed proportion.

Article 38 After the debtor's bankruptcy application is accepted by the People's Court and before any creditor has submitted its claims, the responsible officer and the financial department shall propose that the Company participate in the property allocation for bankruptcy and exercise its rights to claim in advance.

CHAPTER 5 RESPONSIBILITIES OF THE RESPONSIBLE OFFICER

Article 39 The Company's external guarantees shall be provided in strict compliance with these rules. The Board of the Company shall impose a corresponding penalty on the relevant officers who have committed misconduct based on the magnitude of the loss and risk, and the severity of the misconduct.

Article 40 If the Company's Directors, chief executive officer or other senior management fail to act in accordance with the provisions of these rules and sign a guarantee contract beyond their authority, the liabilities of the relevant officer shall be investigated.

Article 41 If losses are sustained as a result of violations of the legal requirements or the provisions of these rules, negligence of risks and provision of guarantee without authorization on the part of any of the Company's responsible departmental staff or other responsible officers, they shall assume liability for compensation.

Article 42 If any of the Company's responsible departmental staff or other responsible officers fails to fulfil his/her duties and subsequently causes a loss to the Company; he/she shall be subject to economic punishment or administrative sanctions depending on the severity of his/her failure in duties.

Article 43 Where liabilities from which the guarantor is exempted under statutory provisions are assumed by the Company due to unauthorized determinations made by the handling department personnel or other responsible persons, causing losses to the Company, the Company shall impose administrative disciplinary measures and pursue liability for compensation against such personnel.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 44 The term "more than", as stated in these rules, shall include the given figure; the term "exceed" shall all exclude the given figure.

Article 45 Matters not covered by these rules shall be executed in accordance with the relevant laws, regulation, normative documents, the Articles of Association and rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules); if these rules conflicts with laws, regulations, normative documents, the Articles of Association or rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules), the provisions of laws, regulations, regulatory documents, the Articles of Association and rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules) shall prevail.

Article 46 The Board of the Company is responsible for the interpretation of these rules.

Article 47 Unless otherwise specified, the terms used herein have the same meanings as those in the Articles of Association.

Article 48 These rules shall become effective from the date on which the approval of the general meeting is granted.

Shanghai Refire Group Limited

SHANGHAI REFIRE GROUP LIMITED
RULES FOR THE MANAGEMENT OF EXTERNAL INVESTMENTS

CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purposes of strengthening the management of external investment of Shanghai Refire Group Limited (the “**Company**”), regulating the external investment conducts of the Company, guarding against risks and improving the efficacy of external investment, these rules is formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Guideline on the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other laws and regulations, as well as the Articles of Association of Shanghai Refire Group Limited (the “**Articles of Association**”), and taking into account the specific circumstances of the Company.

Article 2 The term “external investment” as mentioned in these rules refers to the following investment behaviours made by the Company at domestic and abroad for profit or value preservation and appreciation:

- (I) equity investments in newly-established enterprises;
- (II) capital increase and equity acquisition investments in newly-established investment enterprises;
- (III) capital increase and equity acquisition investments in existing investment enterprises;
- (IV) investment in the Company’s operating projects and assets;
- (V) investment in stocks, funds, bonds and other securities, entrusted financial management or investment in derivative products such as futures, options and warrants based on stocks, interest rates, exchange rates and commodities;
- (VI) borrowings, entrusted loans and other debt investments (except for debts between the Company and its holding or de facto controlled subsidiaries);
- (VII) other investments;
- (VIII) disposal of external investments;

The external investment of the Company’s holding or de facto controlled subsidiaries shall be treated as the act of the Company, and these rules is applicable to their external investment (the amount of the external investment of the subsidiaries shall be calculated according to the standards of the Company’s consolidated financial statements).

Article 3 The investment activities of the Company shall abide by the following principles:

- (I) in line with national, provincial and municipal industrial policies;
- (II) in line with the strategic plan of the Company;
- (III) generating good economic benefits, conducive to optimizing the Company's industrial structure and cultivating core competitiveness; and
- (IV) adhering to the scientific concept of development, coordinating the scale of the investment and the asset structure, and making decisions based on scientific evidence within the Company's capacity.

Article 4 If an external investment of the Company involves external guarantees and/or connected transactions, such investment shall comply with both the External Guarantee Management System and/or the Connected Transaction Management System.

CHAPTER 2 DECISION-MAKING AUTHORITY ON EXTERNAL INVESTMENT

Article 5 The investment decision-making authority and procedures of the general meeting, the Board and the chief executive officer of the Company shall be in accordance with the provisions of the Company Law, the Articles of Association, the Listing Rules and relevant management systems of the Company.

Article 6 Where an external investment by the Company reaches the percentage ratios requiring disclosure under Rule 14.07 of the Listing Rules (as specified in the Information Disclosure Management System), it shall be disclosed upon approval by the Board. Investments reaching the threshold requiring shareholders' approval shall be submitted to the general meeting for consideration and approval.

Article 7 Where any data involved in calculating the aforementioned percentage ratios is a negative figure, the absolute value shall be taken for computation. External investments made by the Company in the same investment target within any 12-month period shall be aggregated and submitted for approval in accordance with the cumulative computation principle.

Transactions occurring between the Company and its consolidated subsidiaries, or amongst such consolidated subsidiaries themselves, shall be exempt from consideration and approval under these rules, except where specific provisions apply or where shareholders' lawful interests are infringed upon.

Article 8 The chief executive officer shall have the authority to approve external investment matters other than those required to be considered and approved by the Board or the general meeting according to Article 6 and Article 7 of these rules.

Article 9 In respect of the authorization regarding external investment matters, notwithstanding the above, if applicable laws, regulations, rules of the securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules), the Articles of Association or other documents or relevant regulatory authorities require the Company's external investment matters to be approved by the general meeting, such matters must be submitted to the general meeting of the Company for approval.

CHAPTER 3 INSPECTION AND SUPERVISION

Article 10 At the stage of project justification, the Company shall organize relevant departments and personnel to conduct special research and assessment on the feasibility of the investment projects.

Article 11 After the investment project is adopted and during its implementation, if the Directors, senior management and relevant functional departments find that there are significant omissions in the plan, significant changes in the external environment for the implementation of the project or force majeure, which may lead to the failure of the investment, they shall request the chief executive officer and the Board to amend, change or terminate the investment plan. For the investment projects approved by the general meeting, the amendment, change or termination of the investment plan shall be considered by the general meeting in accordance with the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association.

Article 12 After the completion of the investment project, the Company shall organize relevant departments and personnel to conduct an inspection and report to the chief executive officer, the Board or the general meeting according to the actual situation.

Article 13 The chief executive officer shall report the progress of major investment projects to the Board on a regular or irregular basis.

CHAPTER 4 REPORT ON MATERIAL MATTERS AND INFORMATION DISCLOSURE

Article 14 The Company, when making external investments, shall fulfill its information disclosure obligations in strict accordance with laws, regulations, rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules) and other relevant provisions.

Article 15 Before the external investment is disclosed, all personnel aware of such investment shall be obligated to keep confidential.

Article 16 Subsidiaries shall abide by the Information Disclosure Management System of the Company, and the Company shall have the right to know all information of the subsidiaries.

Article 17 Subsidiaries shall promptly report to the Board of the Company on the following material matters which meet the standards of information disclosure as stipulated by laws, regulations, the Articles of Association and the rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules):

- (I) acquisition or disposal of equity or assets;
- (II) significant litigation or arbitration;
- (III) conclusion, modification and termination of material contracts (loan, entrusting and entrustment of operation, entrustment of financial management, bestowal, contracting, lease, etc.);
- (IV) significant operating or non-operating losses;
- (V) significant losses;
- (VI) significant administrative penalties; and
- (VII) other matters as stipulated in the rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules).

Article 18 The information provided by the subsidiaries shall be true, accurate and complete, and shall be reported to the Company as soon as possible for timely disclosure to the public by the secretary of the board of directors.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 19 The term “more than”, as stated in these rules shall include the given figure; the term “above” shall exclude the given figure.

Article 20 Matters not covered by these rules shall be executed in accordance with the relevant laws, regulation, normative documents, the Articles of Association and rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules); if these rules conflicts with laws, regulations, normative documents, the Articles of Association or rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules), the provisions of laws, regulations, regulatory documents, the Articles of Association and rules of securities regulatory authorities or stock exchanges in the place where the securities of the Company are listed (including but not limited to the Listing Rules) shall prevail.

Article 21 The Board of the Company is responsible for the interpretation of these rules.

Article 22 Unless otherwise specified, the terms used herein have the same meanings as those in the Articles of Association.

Article 23 These rules shall become effective from the date on which the approval of the general meeting is granted.

Shanghai Refire Group Limited

**SHANGHAI REFIRE GROUP LIMITED
WORK RULES OF INDEPENDENT DIRECTORS**

CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purpose of improving the corporate governance structure of Shanghai Refire Group Limited (the “Company”), enhancing the control and supervision mechanism of the board of directors (the “Board”) and management, and facilitating standardized operations of the Company, these Rules are established in accordance with the provisions of the Company Law of the People’s Republic of China (the “Company Law”) and the Articles of Association of Shanghai Refire Group Limited (the “Articles of Association”), and with reference to the relevant provisions of the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies (the “Administration Measures”), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”).

Article 2 An independent director refers to a director who does not hold any other position in the Company other than that of independent director and who does not have any relationship with the Company and its substantial shareholders that may interfere with his or her ability to make independent and objective judgments.

Article 3 Independent directors shall be elected or replaced at the general meeting and bear fiduciary duties and due diligence obligations to the Company and all shareholders. According to the relevant laws and regulations, the Guiding Opinions and the Articles of Association, an independent director shall perform his/her duties seriously, uphold the overall interest of the Company and, in particular, prevent the interests of minority shareholders from being damaged.

CHAPTER 2 QUALIFICATION OF INDEPENDENT DIRECTORS

Article 4 The Board of the Company shall consist of at least three independent directors, accounting for no less than one-third of the Board, and at least one of whom shall possess appropriate professional qualifications that meet regulatory requirements, or appropriate accounting or related financial management expertise. Independent directors shall be elected or replaced at the general meeting and shall be responsible to all shareholders of the Company.

Article 5 An independent director shall be qualified to fit for discharge his/her duties:

- (I) having the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (II) demonstrating the independence as required by the Administrative Measures, the regulatory rules of the place where the shares of the Company are listed, and these Rules;

- (III) possessing basic knowledge in the operation of a listed company, and being familiar with the relevant laws, administrative regulations, rules and requirements;
- (IV) possessing more than five years of working experience in law, economics, finance, management or work experience required for performance of duties as an independent director;
- (V) concurrently serving as an independent director in no more than 6 listed companies (including the Company), with no more than 3 domestic listed companies, and ensuring that he/she shall devote sufficient time and energy to effectively fulfil the duties of an independent director;
- (VI) other requirements as prescribed by the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

When nominated as independent director candidates in the capacity of persons who possess appropriate professional qualifications that meet regulatory requirements, or appropriate accounting or related financial management expertise, individuals shall possess extensive accounting knowledge and experience, and satisfy at least one of the following conditions:

- (I) being a licensed Certified Public Accountant;
- (II) other conditions of possessing accounting or related financial management expertise as prescribed under the Hong Kong Listing Rules.

Article 6 Independent directors must be independent. The following person may not hold the position of independent director:

- (I) a person employed by the Company or its subsidiaries and his/her immediate family members and main social relations (immediate family members refer to spouses, parents, sons and daughters, etc.; main social relations refer to siblings, fathers-in-law, mothers-in-law, daughters-in-law, sons-in-law, spouses of siblings, siblings of spouses, etc.);
- (II) a person who directly or indirectly holds more than 1% of the issued shares of the Company or is a natural person shareholder among the ten largest shareholders of the Company and his/her immediate family members;
- (III) a person employed by shareholders directly or indirectly holding more than 5% of the issued shares of the Company or the five largest shareholders of the Company and his/her immediate family members;

- (IV) a person employed by the Company's controlling shareholders, de facto controllers and their subsidiaries, and his/her immediate family members;
- (V) a person who provides financial, legal, consultancy, sponsorship or other services to the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to all members of the project team of intermediaries providing the services, review officers at all levels, persons signing the report, partners, directors, senior management and principal officers in charge;
- (VI) a person who has significant business dealings with the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, or a person who serves in such companies with which the Company have significant business dealings and their controlling shareholders or de facto controllers;
- (VII) a person who falls under any of the circumstances listed in the preceding six items within the past year;
- (VIII) a person who is currently prohibited from participating in the securities market by the CSRC and such barring period has not elapsed;
- (IX) a person who is subject to public censure by a stock exchange for being unfit to serve as a director or senior management of listed companies, where the censure period remains in effect;
- (X) other persons specified in the Articles of Association;
- (XI) a person who fails to meet the independence requirements stipulated by the CSRC and the regulatory rules of the place where the shares of the Company are listed.

Article 7 An independent director shall not hold any other position in the Company except as a member of the special committees under the Board. Where an individual has served as an independent director of the Company for six consecutive years, such person shall not be nominated as a candidate for the Company's independent director within 12 months from the occurrence of such fact.

Article 8 When nominating a candidate for independent director, the nominator shall, apart from verifying the candidate's compliance with the above requirements, focus on whether the candidate is under any of the following circumstances:

- (I) being constantly absent from Board meetings or failure to attend the meetings in person during his/her past tenure as an independent director;

- (II) failure to express any opinions of independent directors as required or the independent opinions expressed to be significantly untrue upon verification during his/her past tenure as an independent director;
- (III) other circumstances which would affect the integrity, diligence and independent performance of duties as independent directors.

Where any candidate is under the aforementioned circumstances, the nominator shall disclose the rationale for such nomination.

CHAPTER 3 NOMINATION, ELECTION AND REPLACEMENT OF INDEPENDENT DIRECTORS

Article 9 The Board, the Audit Committee, or shareholders holding individually or jointly 1% or more of the issued shares of the Company may propose candidates for independent directors, who shall be elected at the general meeting.

Article 10 The nominator of an independent director should obtain the consent of the nominee before the nomination. The nominator shall have full knowledge of the nominee's general information such as profession, educational background, professional title, detailed working experience, all other posts he/she concurrently holds and whether there is any negative record of his/her material dishonesty and give an opinion on the nominee's qualifications and the independence required as an independent director. The nominee shall make a statement that he/she does not have any relationship with the Company which will affect his/her independent and objective judgments.

The Board of the Company shall disclose the details of independent director candidates before holding the general meeting to ensure the shareholders have adequate knowledge about such candidates when voting.

Article 11 The term of office for independent directors is the same as that for other directors of the Company. Upon expiration of their term of office, they may be re-elected for consecutive terms, but the total term of re-election shall not exceed six years.

Article 12 Before the expiration of the term of an independent director, the Company may remove such director from office in accordance with statutory procedures. If an independent director fails to comply with the provisions of Article 5 or Article 6 of these Rules, he/she shall immediately cease performing duties and tender resignation. Should the director fail to resign, the Board shall remove him/her from office immediately pursuant to relevant regulations once it becomes aware or should have become aware of such fact.

Where the resignation or removal of an independent director due to triggering circumstances stipulated in the preceding paragraph results in the proportion of independent directors on the Board or its special committees failing to comply with these Rules or the Articles of Association, or where there is a lack of accounting professionals among the independent directors, the Company shall complete the by-election within sixty days from the date of the occurrence of circumstances stipulated in the preceding paragraph.

Article 13 An independent director may tender resignation before the expiration of his/her term. The resignation of an independent director shall be submitted to the Board in the form of a written resignation report, which shall explain the circumstances relating to his/her resignation or matters he/she deems necessary to bring to the attention of the Company's shareholders and creditors.

Where the resignation of an independent director will result in the proportion of independent directors on the Board or its special committees not complying with the provisions of these Rules or the Articles of Association, or where there is a lack of accounting professionals among the independent directors, the independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The Company shall complete the by-election within sixty days from the date on which the independent director tenders his/her resignation.

CHAPTER 4 DUTIES OF INDEPENDENT DIRECTORS

Article 14 For special committees under the Board, the independent directors shall constitute more than half of the members in the Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee, and shall serve as chairperson thereof. The Audit Committee shall consist of at least one independent director who meets regulatory requirements for possessing appropriate professional qualifications or requisite expertise in accounting or related financial management.

Article 15 Independent directors shall perform the following duties:

- (I) participating in the Board's decision-making process and expressing explicit opinions on matters under discussion;
- (II) overseeing potential significant conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management, ensuring that the Board's decisions align with the Company's overall interests and safeguarding the legitimate rights and interests of minority shareholders;

- (III) providing professional and objective suggestions on the operation and development of the Company, and promoting the improvement of the decision-making level of the Board;
- (IV) other duties as stipulated by laws, administrative regulations, the provisions of the CSRC, the regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

Article 16 Independent directors shall perform their duties independently and impartially, free from the impact of substantial shareholders, de facto controllers, or any other entities or individuals with interests in the Company. Where the matters under review are found to affect the independence of independent directors, they shall declare this to the Company and recuse themselves. Should circumstances emerge during their tenure that significantly compromise their independence, they shall promptly notify the Company, propose solutions, and tender resignation if necessary.

Article 17 To give full play to the role of independent directors, independent directors shall exercise the following functions and powers:

- (I) independently engaging an intermediary to audit, consult on or verify specific matters of the Company;
- (II) proposing to the Board to convene an extraordinary general meeting;
- (III) proposing to hold a Board meeting;
- (IV) publicly soliciting the rights of shareholders from shareholders in accordance with laws;
- (V) giving independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;
- (VI) other functions and powers as stipulated by laws, administrative regulations, the provisions of the CSRC, the regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

An independent director shall obtain the consent of more than half of all the independent directors if he/she exercises the functions and powers listed in items (I) to (III) of the preceding article.

Article 18 The following matters shall be submitted to the Board for review after being approved by more than half of all independent directors of the Company:

- (I) connected transactions or major investments that should be disclosed;
- (II) plans of the Company and related parties to change or waive commitments;
- (III) decisions made and measures taken by the board of directors of the acquired listed company regarding the acquisition;
- (IV) other matters as stipulated by laws, administrative regulations, the provisions of the CSRC, the regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

Article 19 Independent directors shall punctually attend general meetings, Board meetings, and special committee meetings, proactively investigate, and obtain the information and materials necessary for decision-making.

In addition to attending general meetings, Board meetings and meetings of its special committees as required, independent directors may perform their duties by regularly obtaining information on the operation of the Company, listening to the reports from management, communicating with the person in charge of the internal audit department and the accounting firm undertaking the audit of the Company, conducting field visits, and communicating with minority shareholders.

Article 20 An independent director shall keep a written record of his/her performance of duties, and shall submit his/her annual work report to the annual general meeting of the Company, which shall include the following content:

- (I) the frequency and method of attendance and voting at Board meetings, along with the frequency of attendance at general meetings;
- (II) participation in the work of special committees of the Board;
- (III) exercise of the special functions and powers of independent directors;
- (IV) significant matters, methods and results of communication with the internal audit department and the accounting firm undertaking the audit of the Company regarding the financial conditions and business operation of the Company;
- (V) communication with minority shareholders;

(VI) time and content of work at the office of the Company;

(VII) other circumstances of fulfillment of duties.

CHAPTER 5 PERFORMANCE SECURITY FOR INDEPENDENT DIRECTORS

Article 21 In order to ensure that independent directors effectively exercise their functions and powers, the Company shall, in accordance with the Articles of Association, provide necessary working conditions and personnel support for independent directors, and designate special departments and personnel such as the Board office and the secretary to the Board to assist independent directors in performing their duties.

Article 22 The Company shall undertake that independent directors will enjoy the same right to information as other directors.

Article 23 For matters subject to decisions by the Board, the Company shall notify the independent directors in advance within the statutory timeframe and provide them with adequate information, and if the said information is deemed inadequate, the independent directors are entitled to request supplementary information. When two or more independent directors hold that the information is inadequate or the demonstrations are indefinite, they may jointly propose in writing to the Board to postpone the Board meeting or the consideration of the matter in question, and the Board shall adopt such proposal.

The information provided by the Company to the independent directors shall be kept by the Company and the independent directors for no less than 10 years.

Article 24 When the independent directors perform their duties, relevant personnel of the Company shall assist by all means and shall not refuse, obstruct, conceal or interfere with their performance of duties independently.

Article 25 The expenditures of engaging intermediaries by the independent directors or the expenditures incurred in performing their duties shall be borne by the Company.

Article 26 The Company shall pay appropriate allowances to the independent directors. The standards for such allowances shall be proposed by the Board, considered and approved at the general meeting.

Apart from the abovementioned allowances, the independent directors shall not acquire other additional and undisclosed interests from the Company and its substantial shareholders or institutions and personnel with interests in the Company.

Article 27 The Company shall establish the appropriate insurance mechanism for independent directors to minimize risks possibly incurred by normal performance of their duties.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 28 For matters not covered herein or in case of any conflict with the provisions of the Articles of Association, the Articles of Association shall prevail. In the event of any inconsistency with the laws and administrative regulations as promulgated from time to time, other relevant normative documents, and the listing rules of the stock exchange in the place where the shares of the Company are listed, such laws, administrative regulations, other relevant normative documents, and the listing rules of the stock exchange in the place where the shares of the Company are listed shall prevail.

Article 29 These Rules shall be formulated by the Board and take effect upon being considered and approved at the general meeting of the Company.

Article 30 These Rules shall be interpreted by the Board.

Shanghai Refire Group Limited

SHANGHAI REFIRE GROUP LIMITED
RULES FOR THE MANAGEMENT OF PROCEEDS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the use and management of proceeds by Shanghai REFIRE Group Limited (the “**Company**”), improve the use efficiency of proceeds, and protect the legitimate rights and interests of investors, the Company has formulated these rules in accordance with the requirements of the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the articles of association of Shanghai Refire Group Limited (the “**Articles**”).

Article 2 For the purpose of these rules, “proceeds” refer to funds raised by the Company from investors through public or non-public offering of securities (including initial public offering of stocks, rights issue, additional offering, issuance of convertible corporate bonds, convertible corporate bonds with warrants, etc.) to investors, excluding funds raised by the Company through the implementation of stock incentive plans.

Article 3 These rules apply to the deposit, use, alteration, supervision and accountability of the funds raised.

Article 4 Director and senior management of the Company should be diligent and responsible, urge regulation of the use of proceeds, defend the proceeds of the Company proactively and shall not participate in, assist or condone the Company to alter the use of proceeds without authorization or in disguise.

Article 5 The Board of Directors of the Company shall be responsible for establishing and improving the Capital Proceeds Management System and ensuring its effective implementation. The Company should establish detailed planning for the use of proceeds, as well as organize the actual implementation of such plans, in order to achieve an open, transparent and monitored use of proceeds.

Article 6 Controlling shareholder(s) and de facto controller(s) of the Company shall neither directly or indirectly appropriate or embezzle the proceeds of the Company, nor generate improper benefits by taking advantage of the proceeds and projects financed by the proceeds (the “Proceeds Investment Project(s)”).

Article 7 The Board shall be responsible for the use and administration of proceeds of the Company, which shall be overseen by the audit committee and the lead broker. The Company shall accept the lead broker’s performance of supervision work regarding the management and use of the proceeds in accordance with these rules and the regulations of the place where the Company is domiciled and where its shares are listed.

CHAPTER 2 DEPOSITING PROCEEDS

Article 8 Such proceeds should be deposited into a segregated account approved by the Board (hereinafter referred to as the “**Proceeds Account**”) for centralized administration.

The Proceeds Account should not be used for deposits of funds other than the proceeds or for any other purposes.

Article 9 The person-in-charge of finance of the Company shall be responsible for the ordinary administration of the proceeds, including the opening and maintenance of the Proceeds Account and administration of the depositing, use and current account thereof. The capital operations department of the Company shall be responsible for any legal proceedings and information disclosure relating to the administration, use and change thereof.

If a special purpose account for proceeds shall be opened according to the regulatory requirements of the place where the Company is domiciled, the Company shall enter into tri-party administration agreement of the Proceeds Account with the lead broker and the commercial bank with which the proceeds are deposited (hereinafter referred to as the “**Commercial Bank**”) within one month upon such deposit of proceeds. Should the abovementioned agreement be terminated early due to a change of the lead broker or the Commercial Bank, the Company shall enter into a new agreement with the relevant parties within one month from the date of such termination

Where the Company implements the Proceeds Investment Project through a controlling subsidiary or other entities, the Company and the entity implementing the Proceeds Investment Project shall be regarded as one joint party participating in the signing of the tripartite escrow agreement.

CHAPTER 3 USE OF PROCEEDS

Article 10 When applying such proceeds, the Company shall comply with the following requirements:

- (1) The Company shall set out explicit requirements regarding the application, approval authority at different levels, decision-making procedures, risk administration policies and information disclosure procedures in relation to the use of proceeds;
- (2) The Company shall utilize the capital proceeds in accordance with the plan for the use of proceeds committed in securities offering application documents;

- (3) Should there be any development that significantly affects the normal implementation of the use of proceeds plans, the Company should report to the Board of Directors for deliberation in a timely manner. If a change in the use of proceeds is required, such change shall be submitted to the Board of Directors or the general meeting for deliberation in accordance with the provisions hereof.

Article 11 Proceeds of the Company shall, in principle, be applied in its principal activities. The Company should not utilize the proceeds:

- (1) other than financial enterprises, the Proceeds Investment Projects that will be held-for-trade and available-for-sale financial assets, loans to other parties, trusted wealth management products or other financial investments, or directly or indirectly investing in companies mainly engaged in trading of marketable securities;
- (2) to change the use of proceeds by pledge, trusted loans or other methods;
- (3) to directly or indirectly provide the proceeds for connected parties such as the controlling shareholders, de facto controllers or to facilitate connected parties in gaining improper benefits from the Proceeds Investment Project;
- (4) Other activities that violate the requirements of the proceeds management system.

Article 12 In case the Company has invested its funds into the Proceeds Investment Projects prior to receiving the proceeds, the proceeds may be used to make up for the shortfall of the Company's own funds such investment upon such proceeds being available for use. Such making-up shall be passed by the Board.

Article 13 The proceeds which are temporarily idle may be under cash management, and the products they invest in must meet the following conditions:

- (1) high safety, meeting the requirements of capital guarantee, and the issuer of the products can make a commitment on capital guarantee; and
- (2) good liquidity without affecting the smooth progress of the investment plans of the proceeds.

The investment products shall not be pledged, and the special product settlement account (if applicable) shall not be used for the deposition of funds other than proceeds or for any other purposes.

Article 14 The investment of idle proceeds in products shall be subject to the consideration and approval by the Board, with the opinions on explicit consent given by the Audit Committee. The opinions shall be:

- (1) the basic information on the proceeds, including, among others, the time of raising, the amount and net amount of the funds raised and investment plans;
- (2) the information on the use of the proceeds;
- (3) the quota and duration of the idle funds for investing in products, whether there is any act of changing the purposes of the funds in disguise and the measures for ensuring the smooth progress of the projects financed by the proceeds;
- (4) the income distribution manner, investment scope and safety of the investment products.

Article 15 The proceeds which are temporarily idle may be temporarily used to replenish working capital. Such replenishment shall meet the following:

- (1) There should not be any de facto changes in the purpose of proceeds or affect the normal implementation of the proceeds investment plan;
- (2) Limited and to be applied to production and operation related to the principal activities, and should not be directly or indirectly applied to placing of new shares, subscription or investment in stocks and any derivative instruments or convertible bonds, etc.;
- (3) The duration of any individual replenishment to the working capital should not exceed 12 months; and
- (4) Any previous temporary replenishment falling due is repaid (if applicable).

The use of idle proceeds for temporarily replenishing working capital by the Company shall be subject to the deliberation and approval by the Board of Directors of the Company. The Company shall return part of the supplementary working capital to the segregated account for Proceeds prior to the due date for such supplementary working capital.

Article 16 The excess of the net amount of the funds actually raised by the Company over the amount of the funds planned to raise (hereinafter referred to as the “**Over-raised Funds**”) may be used to permanently replenish working capital or repay bank loans.

Article 17 The Company will apply the over-raised funds, which shall be invested in principal businesses, on projects under construction and new projects (including those on asset acquisition, etc.), and the Company shall scientifically and prudentially make feasibility analysis on the investment projects, and perform its information disclosure obligations in a timely manner, under the relevant provisions in the applicable regulatory rules of the place where the Company's shares are listed which are applicable.

Article 18 After the completion of a single Proceeds Investment Project, the balance of the proceeds (including interest income) will be used on other Proceeds Investment Project by the Company, but shall be subject to the deliberation and approval by the Board of Directors. Where the balance of the proceeds (including interest income) is less than RMB5 million or less than 10% of the committed investment amount of the proceeds of the project, the Company may be exempted from the preceding procedures.

If the balance of the proceeds (including interest income) of a single Proceeds Investment Project used for non-fundraising projects (including replenishing working capital) or permanently replenishing working capital shall be regarded as a change in the Proceeds Investment Project, and the corresponding procedures and disclosure obligations for changing the Proceeds Investment Project shall be followed.

Article 19 After the completion of all Proceeds Investment Projects, if the balance of the proceeds (including interest income) accounts for more than 10% of the Net Proceeds, such balance shall be used only after the deliberation and approval by Board of Directors and general meeting, with the opinions on explicit consent given by the Audit Committee.

If the balance of the proceeds (including interest income) is less than 10% of the Net Proceeds, such balance shall be transferred out of the segregated account and used only after the deliberation and approval by Board of Directors, with the opinions on explicit consent given by the audit committee. Where the balance of the proceeds (including interest income) is less than RMB5 million or less than 10% of the Net Proceeds, the procedures in the preceding paragraph may be exempted.

CHAPTER 4 CHANGES IN THE PURPOSE OF PROCEEDS

Article 20 The proceeds of the Company shall be used for the purposes as listed in the prospectus or the explanatory document for raising funds. If there is any change in the Proceeds Investment Project of the Company, the alteration shall be subject to the deliberation and approval by Board of Directors and general meeting, with the opinions on explicit consent given by the audit committee, except for the circumstances stipulated in Article 21 and 22 of these rules and the regulations of the place where the company is domiciled and listed.

Article 21 A change in the implementation entity of the Proceeds Investment Project (between the Company and its wholly-owned or controlling subsidiaries), or an adjustment in the amount or proportion of replenished working capital for specific uses, shall not be deemed as a change in the use of proceeds by the Company.

Article 22 Where changes involve the place of implementation of the Proceeds Investment Project, the procedures of the general meeting can be exempted, but shall be subject to the deliberation and approval by the Board of Directors.

Article 23 The changed Proceeds Investment Project of the Company shall be invested in the main business.

The Company shall carry out the feasibility analysis of the newly proceeds investment project in a scientific and prudent manner to ensure that the investment project has a good market prospect and profitability, effectively preventing investment risks and improving the utilization efficiency of the proceeds.

Article 24 Where the Company intends to change the Proceeds Investment Project, it shall announce the following contents after submitting it to the Board of Directors for deliberation:

- (1) Background information of the original Proceeds Investment Project and the specific reasons for such changes;
- (2) Background information, feasibility analysis and risks warning on the new Proceeds Investment Project;
- (3) The investment plan for the new Proceeds Investment Project;
- (4) The explanation of whether the new Proceeds Investment Project has obtained or is pending the approval of the relevant authorities (if applicable);
- (5) The opinion of the Audit Committee in respect of the changes to the Proceeds Investment Project;
- (6) The explanation whether such changes to the Proceeds Investment Project are subject to approval of a general meeting; and
- (7) Any other content as required by the stock exchanges.

Where the new Proceeds Investment Project involves any connected transactions, purchase of assets or external investments, the Company shall consider and disclose in accordance with relevant rules.

Article 25 Where the Company changes the purpose of a Proceeds Investment Project to the acquisition of assets (including equity) of the controlling shareholders or de facto controller, in addition to completing the necessary deliberation procedures, it shall avoid creating market competition with peers and decrease connected transactions after the said acquisition.

Article 26 Where the Company proposes to externally transfer or replace a Proceeds Investment Project (except for Proceeds Investment Projects which have completed the entire external transfer or replacement in a material asset reconstruction implemented by the Company), it shall be submitted to the Board for consideration:

- (1) Specific reasons for the external transfer or replacement of the Proceeds Investment Project;
- (2) The amount of proceeds invested in the project;
- (3) Completion progress of the project and its realized benefit;
- (4) Basic information, feasibility analysis and risk warning (if applicable) of the replacement project;
- (5) The pricing basis of the transfer or replacement and relevant return;
- (6) Opinions on the transfer or replacement of the Proceeds Investment Project from the Audit Committee;
- (7) Explanation whether the transfer or replacement of the Proceeds Investment Project is subject to submission to the general meeting for consideration; and
- (8) Other contents as required by the stock exchanges.

The Company shall give due regard to the receipt and use of the consideration of the transfer, the change in ownership of the replacing assets and the continuous operation of the replacing assets, and fulfill the obligations of necessary information disclosure.

CHAPTER 5 ADMINISTRATION AND SUPERVISION OF USE OF PROCEEDS

Article 27 The Company shall truly, accurately and completely disclose the actual use of proceeds.

Article 28 The Board shall comprehensively review the progress of projects invested with the proceeds semi-annually. Where the actual progress of Proceeds Investment Projects differs from the investment plan, the Board of Directors shall have the right to require the person-in-charge-of finance of the Company to provide specific reasons.

Article 29 The Audit Committee shall continuously monitor the administration and use of proceeds. Certified public accountants may be engaged by over half of the audit committee of the Board to issue an attestation report on the deposit and the use of proceeds. The Company shall use its best endeavours to cooperate and assume any necessary fees.

If the attestation report identifies any non-compliance in the administration and use of proceeds of the Company, the Board shall also review and explain the non-compliance, the consequences of such non-compliance that have occurred or may occur and actions that have been taken or to be taken.

Article 30 In the event that the management and use of the proceeds of the Company involve a violation of regulations, the Board of Directors shall notify the lead broker and disclose, by way of announcement, the violations regarding the deposit and use of the proceeds, the consequences that have occurred or may occur, as well as the measures that have been taken or will be taken.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 31 The Proceeds Investment Projects implemented through the subsidiaries of the Company or other enterprises controlled by the Company shall be subject to these rules.

Article 32 The Company and its controlling shareholders, actual controllers, directors, and senior management personnel who violate these rules shall, in addition to penalties imposed by regulatory authorities, be subject to disciplinary actions by the Company, such as demotion, salary reduction, or dismissal. If any loss is caused to the Company, they shall be liable for compensation in accordance with the law.

Article 33 In these rules, “above” shall include the given figure; “less than” shall exclude the given figure.

Article 34 These rules shall be construed by the Board of the Company.

Article 35 These rules shall be effective upon approval at the general meeting of the Company.

Shanghai REFIRE Group Limited

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING



Shanghai REFIRE Group Limited 上海重塑能源集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2570)

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 third extraordinary general meeting (the “EGM”) of Shanghai REFIRE Group Limited (the “**Company**”) will be held at 2/F, Unit 1, No. 655 Jinyuanyi Road, Jiading District, Shanghai, PRC on Wednesday, August 27, 2025 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated August 8, 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the non-declaration of interim dividends for the six months ended June 30, 2025 by the board of directors of the Company;
2. To consider and approve the related party transactions of the Company for 2025;
3. To consider, confirm and ratify the Guangdong Enze Capital Increase Agreement and the transaction contemplated thereunder:

“THAT:

- (a) the Guangdong Enze Capital Increase Agreement dated August 8, 2025 (the details of which are summarised in the Circular of which this notice forms part), and the terms and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) Mr. LIN Qi (or his duly authorized representative) be and is hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of Guangdong Discovery Motors as he/she may consider necessary, appropriate, desirable or expedient in his/her absolute discretion to give effect to or in connection with paragraph 3(a) of this resolution”;

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

4. To consider and approve the Proposed Additional Capital Contribution to Sailafu REFIRE (the details of which are set out in the Circular of which this notice forms part); and
5. To consider and approve the revised Internal Corporate Governance Policies (the full text of which are set out in Appendices I to VII to the Circular of which this notice forms part.

By order of the Board
Shanghai REFIRE Group Limited
Mr. LIN Qi
Chairman of the Board

Shanghai, the PRC, August 8, 2025

As at the date of this notice, the Board comprises Mr. LIN Qi, Dr. HU Zhe, Ms. MA Audrey Jing Nan, Dr. ZHAI Shuang and Mr. ZHAO Yongsheng as executive Directors, Mr. LIU Huiyou as non-executive Director, and Mr. LI Wei, Dr. QIAN Meifen and Mr. CHEN Fei as independent non-executive Directors.

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

Notes:

1. Closure of register of members of H shares of the Company (“H Shares”) and ascertaining of eligibility for attending the EGM

The register of members of H Shares will be closed from Friday, August 22, 2025 to Wednesday, August 27, 2025, both days inclusive, during which no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the EGM. To be eligible to attend and vote at the EGM, all properly completed transfer documents in respect of H Shares, accompanied by relevant share certificate(s), must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, August 21, 2025 for registration.

2. Proxy

- (1) Each shareholder of the Company entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the meeting on his/her/its behalf. A proxy needs not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.
- (3) To be valid, the proxy form and notarized power of attorney or other document of authorization (if any) must be delivered to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company’s registered office at Room 1004, 1/F, Unit 1, 1555 Jingyuan Road, Jiading District, Shanghai, PRC (for holders of domestic shares of the Company) not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be) (which is 10:00 a.m. on Tuesday, August 26, 2025 (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude shareholders of the Company from attending and vote at the EGM should they so wish.

3. Registration procedures for attending the EGM

- (1) Shareholders of the Company whose names appear on the register of members of the Company on Wednesday, August 27, 2025 will be entitled to attend and vote at the EGM or any adjournment thereof.
- (2) A shareholder or his/her/its proxy should present proof of identity when attending the EGM. If a shareholder is a legal person, its legal representative or other person authorized by the board or other governing body of such shareholder may attend the EGM by providing a copy of the resolution of the board or other governing body of such shareholder appointing such person to attend the EGM.
- (3) Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares of the Company as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (4) Shareholders or proxies attending the EGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will not be counted in the calculation of the required majority.

4. Voting method at the EGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to the proposed resolution at the EGM.

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

5. Miscellaneous

- (1) The EGM is expected to take no more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (2) The address of the Company's H share registrar is:

Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
- (3) The address of the Company's registered office and the contact details of the Company are:

Room 1004, 1/F, Unit 1
1555 Jingyuan Road
Jiading District
Shanghai
PRC

Telephone: +86 21 6025 7126
Email: refire.ir@refire.com
- (4) References to times and dates in this notice are to Shanghai or Hong Kong local times and dates.

6. Arrangements for bad weather

The EGM may be postponed to a later date and/or time or cancelled if the EGM cannot be held due to bad weather. The Company will publish an announcement on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.refire.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.